

2042042801

EVENT MARKETING MANUAL

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PHILIP MORRIS COMPANIES INC.



**BUSINESS
CONDUCT
POLICY
1993**

2042042809

January 18, 1993

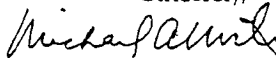
Dear Fellow Employee:

The Board of Directors has adopted a Business Conduct Policy reminding us of fundamental principles to which we all must adhere. These principles apply, regardless of location in the United States and elsewhere, to each subsidiary and division of the Company and to each employee of such units. Only through the continuing efforts of each of us can the outstanding reputation of the Company be maintained.

YOU ARE ASKED TO READ THE BUSINESS CONDUCT POLICY CAREFULLY IN ORDER TO INSURE THAT THERE IS NO MISUNDERSTANDING OF THE COMPANY'S POSITION, AND TO CONFIRM THAT YOU HAVE DONE SO BY SIGNING THE ATTACHED CERTIFICATE. The signed Certificate should be mailed no later than February 16, 1993 to Philip Morris Companies Inc., 120 Park Avenue, New York, New York 10017, Attention: Audit Committee c/o the ASSISTANT SECRETARY.

Any question regarding the meaning or application of any of the principles set forth in the Business Conduct Policy should be directed to the Office of the General Counsel of Philip Morris Companies Inc.

Sincerely,



Michael A. Miles
Chairman of the Board
and Chief Executive Officer

I. Introduction

The highest standard of individual conduct is expected at all times from each employee of Philip Morris Companies Inc. ("Philip Morris") and each of its subsidiaries (collectively, the "Company"), not only in matters of financial integrity, but in every aspect of business relationships.

Business should be conducted on the basis of fair dealing, consideration for the rights and feelings of others and the most stringent principles of good corporate citizenship.

Each employee is charged with the responsibility of acquiring sufficient knowledge of the laws relating to his or her particular duties in order to recognize potential dangers and to know when to seek legal advice. **Illegal conduct will not be condoned under any circumstances.** This includes unlawful conduct which occurs in a country which does not enforce a prohibition in its own law or in which the violation is not subject to public criticism or censure. Employees should consult with the appropriate in-house counsel if they have any questions regarding compliance with the laws of any country. **Any violation of the Business Conduct Policy may result in termination of employment.**

The Business Conduct Policy addresses several areas of concern, including conflicts of interest, improper payments, business entertainment, business gifts, expense reporting, insider trading, political contributions and confidentiality. The Company's Legal Department has issued several documents which are intended as reference material in matters of employee conduct. They include the "Legal Guide for Employees", issued in 1990; the "Guide to

Antitrust Compliance", issued in 1990; and "Policies and Procedures Regarding Internal Reporting of Wrongdoing", issued in 1992, as well as compliance materials on other substantive matters. In certain areas outside the United States, separate guidelines have been issued to insure compliance with local law. Insider trading is covered in greater detail in the memorandum of the Secretary of Philip Morris ("Corporate Secretary") dated April 13, 1989. A copy of each of these documents may be obtained from an Assistant Secretary (120 Park Avenue, 23rd Floor, New York, NY 10017) upon request. Executive officers and directors who have special reporting and other obligations under the federal securities laws have received separate advice on this matter from the Office of the Corporate Secretary. Employees involved in lobbying and those involved in making decisions concerning political contributions are reminded that they must comply with various federal, state and local lobbying laws. Employees retaining lobbyists must comply in all respects with the "Procedures for Retaining Lobbyists" prepared by the Office of the General Counsel of Philip Morris. Lobbyists retained by the Company must confirm their compliance with such laws in writing. Should employees have any question whether proposed lobbying activities require registration or periodic reporting, they should consult with the appropriate in-house counsel.

All proposed political contributions are subject to the general guidelines discussed below and should be reviewed with the appropriate in-house counsel.

II. Conflict of Interest

The Company and its stockholders require and expect that we conduct our business affairs in a manner that does not cloud our judgment when we deal with third parties or make decisions on behalf of the Company.

Business transactions must be undertaken solely in the best interests of the Company. Neither an employee nor the immediate family of an employee or that of the employee's spouse (not more remote than a first cousin) may derive any improper benefit, directly or indirectly, from the employee's position as an employee or from any sale, purchase or other activity of the Company. At all times, employees should avoid situations which may give rise to a conflict or the appearance of a conflict between the employee's duty to the Company and personal self-interest.

1. Acceptance of Payments, Loans, Entertainment and Gifts by Employees.

No employee may seek or accept any payment, loan (other than on prevailing terms from financial institutions), service, gratuity, gift (except as indicated below), personal travel (except as indicated below) or other favor of more than nominal value from any individual or organization doing or seeking to do business with the Company.

In addition, employees should not accept entertainment from third parties beyond ordinary and reasonable social amenities. Employees should inform all persons doing or desiring to do business with the

Company that the Company discourages gifts to employees or to members of his or her family. If a gift is made in cash, it must be returned at once. In the case of any non-cash gift, the following rules shall apply:

- (a) If a gift has a retail value of \$150 or less and is the only gift made to the employee within a calendar year by the same person, it may be retained by the employee. Any additional gift received within the same calendar year from the same person or entity must be reported in accordance with subparagraph (b).
- (b) In the case of a gift with a retail value exceeding \$150, the employee must provide a written report of the gift to the responsible corporate or operating company officer. If the officer determines that the return of the gift is not practical or desirable, the gift should be turned over to the Company for Company use, sale or charitable donation or, with the approval of the corporate or operating company officer or his or her designee, the employee may retain a gift such as a picture, desk set or the like for use in his or her Company office. If appropriate, a letter should be sent to the donor explaining the Company's policy with respect to gifts.
- (c) The responsible corporate or operating company officer should report any gift referred to in subparagraph (b) to the Office of the General Counsel.

2. Organizations Which Compete with the Company.

No employee may perform services for, serve as an officer, director, employee or consultant of, or have a substantial interest in any competitor of the Company, unless approved by the Chief Executive Officer of Philip Morris or his designee. "Substantial Interest" means an economic interest, personal or family, that might influence or reasonably be thought to influence judgment or action, but shall not include an investment representing less than, in the case of a publicly held company, one percent of the estimated value of the outstanding equity securities of the company, or, in the case of a privately owned company, an interest with a value of less than \$25,000.

Prompt disclosure to the Office of the General Counsel shall be made if an employee or a member of an employee's family (as previously defined) performs services for, serves as an officer or director of or has a substantial interest in any competitor of the Company. This disclosure will be reviewed and the employee will be advised if a conflict or the appearance of a conflict is deemed to exist.

3. Organizations Doing Business with the Company.

No employee may engage in a business transaction with the Company nor may an employee own a substantial interest (as defined above) in any organization doing or seeking to do business with the Company, unless approved by the responsible corporate or operating company officer.

Prompt disclosure to the Office of the General Counsel is required in the event any employee acquires or becomes aware that a member of his or her immediate family (as previously defined) has acquired a substantial interest in an organization doing or seeking to do business with the Company.

Prompt disclosure is also required where any employee becomes involved in a transaction between the Company and another organization wherein a member of the employee's immediate family (as defined above) would benefit or would appear to benefit from this transaction by virtue of his or her position with that organization.

4. Opportunities Resulting from Employment.

The acquisition by an employee of any interest (real estate, patent rights, securities or any other type of property) in which the Company has or might have an interest may create a conflict of interest. Any such contemplated acquisition should be disclosed promptly to the Office of the General Counsel.

5. Other Employment.

As to the performance of other outside services, no employee shall allow such activities to detract from his or her job performance or require such long hours as to adversely affect his or her physical or mental effectiveness.

III. Use and Protection of Company Assets and Transactions

Employees having access to or control over Company transactions and assets, including trade secrets or other confidential or proprietary information, are expected to execute their responsibilities with the strictest integrity and highest regard for the value of the assets and the importance of the transactions.

It is the responsibility of each employee entrusted with such responsibilities to insure that each use, acquisition or disposition of an asset by an employee on behalf of the Company is undertaken in accordance with the general or specific authorization of management and is accurately and fairly recorded in reasonable detail in the Company's books of account and records.

Unauthorized disclosure of information, whether or not it is proprietary, is against Company policy.

The making of false or fictitious entries with respect to transactions of the Company or the disposition of corporate assets is prohibited, and no employee may engage in any transaction that requires or contemplates the making of false or fictitious entries.

Employees **must** act in accordance with all policies and procedures relating to expense reporting. Failure to do so may be grounds for **termination**. The Company expects that business expenses will be reasonable and will be accurately supported by valid receipts where required.

Compliance with prescribed accounting procedures and controls is required at all times. No secret or unrecorded fund or assets may be created or maintained for any purpose.

1. Bribes and Other Improper Payments.

No bribes, kickbacks or other similar unlawful or improper methods of remuneration shall be given to any person. In addition, no employee may make any payment to any official of a government or government agency except as set forth under subsection 2 below. Employees may not use outside persons to circumvent this Policy.

2. Facilitating Payments.

Where local law permits and where it becomes necessary to expedite or secure the performance of routine governmental action, U.S. Federal law permits employees to make small payments outside the United States to foreign government officials or employees. Such payments, however, may be made only (i) in nominal amounts (with no individual payment in excess of \$250), (ii) upon the initiation of government officials or employees, and (iii) where the government officials or employees will not otherwise perform such routine action or where the performance of the action otherwise would not occur in a timely fashion.

The term "routine governmental action" includes processing governmental papers (e.g. visas and shipping documents), providing mail or phone services, loading or unloading cargo, scheduling inspections, or obtaining permits, licenses or other official documents to qualify a subsidiary or affiliate to do business. The term does not include any action by a foreign government employee that involves a decision to award or continue business with the Company.

No facilitating payment may be made to an employee of the United States Government whether such employee resides within OR outside the United States.

It is important that all such payments be identified accurately on the records of the Company.

3. Business Entertainment.

(a) Individuals Other than Government Officials.

In appropriate circumstances, employees may entertain at Company expense individuals representing entities with which the Company has existing or potential business relationships. However, the entertainment must be reasonable in scope and must be in accordance with generally accepted local practice. Entertainment expenses involving travel, hotel accommodations or the like incurred by such individuals shall be paid by the Company only if the responsible corporate or operating company officer determines that the expenses are reasonable and approves them in advance. What is reasonable will depend on the circumstances and will be subject to established expense approval procedures.

(b) Government Officials.

Employees of the Company may also entertain government officials in appropriate circumstances. All entertainment of government officials must be in compliance with the rules and regulations of the applicable government agency or legislative body and any guidelines issued from time to time by the General Counsel of Philip Morris ("Corporate General Counsel"). In some

cases, Company employees may not offer and government officials or employees may not be permitted to accept any entertainment. If otherwise in compliance with any guidelines issued by the Corporate General Counsel and any governmental rules and regulations, entertainment expenditures are permitted (i) up to \$200 per government official per occurrence, where the expenditure occurs while the official is accompanied by an employee of the Company, or (ii) in connection with a Company sponsored event. Otherwise, entertainment of government officials is permissible only with the prior approval of the responsible corporate or operating company officer and the Corporate General Counsel.

In all instances, the chief legal officer of the operating company involved must be satisfied as to compliance with all applicable statutes, rules and regulations governing lobbying and political contributions.

4. Business Gifts.

(a) Individuals Other than Government Officials.

Employees of the Company may give gifts to individuals other than government employees at Company expense when the following requirements are met:

- (i) Gifts in the form of cash or its equivalent shall not be given regardless of the amount;
- (ii) Gifts when made must be lawful and in accordance with generally accepted business practices of the governing jurisdictions;
- (iii) Specific prior approval of the responsible corporate or operating company officer

must be obtained when any gift is to be given with a retail value in excess of \$200, (gifts of \$200 or less are deemed to have "nominal value") and in no event may the retail value of any gift exceed \$1,000. These limitations shall not apply to gifts made openly and in public presentations, the nature of which indicates that the gift is being made to an individual acting on behalf of his or her entity;

(iv) Gifts should be appropriately identified on the Company's records.

For the avoidance of doubt, the following items, assuming nominal value, are not subject to the approval requirements of this subsection: candy, cigarettes, beverages, food products, fruit given for personal consumption, as well as flowers and souvenirs.

(b) Government Officials.

Employees should be aware that each government agency and legislative body may have rules and regulations regarding the receipt of gifts by its employees or officials. In some cases, government officials and government employees may not be permitted to receive any gift. Specific prior approval of the responsible corporate or operating company officer should be obtained when any gift is proposed to be given to any employee of a government agency or any other public official. Note, however, that the policy governing political contributions is set forth separately below.

5. Transportation of Others on Corporate Aircraft.

Generally speaking, the use of corporate aircraft is limited to directors and officers of

the Company and to other employees who are authorized by the responsible corporate or operating company officer. In appropriate cases, individuals representing entities with which the Company has an existing or potential business relationship may use corporate aircraft if the responsible corporate or operating company officer approves such use in advance. Under no circumstances should corporate aircraft be made available for hire to outsiders.

Because of possible tax consequences and other penalties under federal law, corporate aircraft should not be made available to (i) employees of government agencies with which the Company has a business relationship or (ii) other government officials without the prior approval of the responsible corporate or operating company officer and the Corporate General Counsel.

6. Political Contributions.

(a) Contributions in the United States.

The federal election laws of the United States generally prohibit corporations from making contributions or expenditures whether in the form of money, products, services or facilities, in connection with any election for federal office. Federal law does permit contributions made by a political action committee. Accordingly, no employee at anytime may make contributions or expenditures for or on behalf of the Company in connection with any federal election. There are also limits on the extent to which an employee may provide volunteer services to a federal campaign on Company time. The rules governing political activity are extremely complex. Should

you have any question concerning the limitations on corporate activity under the federal election laws, you should consult with the Office of the General Counsel.

Subject to the limitations set forth below, corporate officers (including staff vice presidents) or operating company presidents may authorize certain "non-federal" political contributions in connection with any election or referendum in the United States that are consistent with the legal requirements of the governing jurisdiction.

All political contributions, including purchases of tickets for political functions, etc., authorized by a corporate officer or operating company president require prior approval of the Corporate General Counsel to ensure compliance with legal requirements. In no event, however, shall a political contribution in excess of \$5,000 to any one candidate be made without the prior approval of a corporate officer or operating company president, the Corporate General Counsel and any one of the Chairman of the Board, the President or any Vice Chairman of the Board of Philip Morris.

The Corporate General Counsel may grant advance blanket approval of proposed political contributions to any operating company without requiring identification of individual contributions when requested in writing by the president of such operating company provided that (i) no individual contribution exceeds \$5,000, and (ii) each such operating company reports, within 15 days after the end of each calendar quarter, to the Corporate General Counsel the aggregate amount of contributions made during that quarter and such other informa-

tion as the Corporate General Counsel may require. However, the chief legal officer of each operating company that is granted such approval will be responsible for (i) reviewing the legality of each contribution at the time it is proposed to be made, (ii) determining whether the relevant election law requires that the contribution be aggregated with any other contribution made by the Company or another operating company for purposes of determining compliance with legal limits and (iii) where aggregation is required, ensuring compliance with the pre-clearance procedures issued by the office of the Corporate General Counsel.

(b) Contributions in Foreign Countries.

Subject to the approval procedure set forth in the third and fourth paragraphs under subsection 6(a) above, corporate officers and operating company presidents may authorize political contributions in foreign countries that are consistent with the legal requirements of the governing jurisdictions.

IV. Insider Trading

Employees of the Company may not purchase, sell or otherwise trade in securities of the Company or of another corporation while in possession of material non-public information, such as knowledge that the Company is planning to acquire another corporation. In addition, employees may not give material non-public information, directly or indirectly, to anyone. Beyond disciplinary action, a violation of this policy may lead to civil and criminal penalties against the employee.

V. Use of Software

All users of Company software should understand that the unauthorized duplication (other than for backup and archival purposes) of either proprietary or internally developed software is a violation of this policy, whether such duplication is for business or personal use, and may place the Company in violation of its obligation to the software publishers.

VI. Compliance

Employees of the Company are expected to comply with this Business Conduct Policy and all other policies and procedures of the Company in all respects. Accordingly, any employee who fails to return the attached certificate covering the policies set forth in this Business Conduct Policy, submits a certificate containing a false statement or material omission or who knowingly violates this Policy, or knowingly permits a subordinate to do so, shall be subject to disciplinary action, including demotion or dismissal.

From time to time, compliance review briefings are held in order to discuss various matters raised in this policy booklet. Each employee is expected to attend such briefings.

Employees are expected to disclose promptly any acts or transactions known to them which may be in violation of this Policy.

The Company will endeavor to treat all disclosures which are made pursuant to this Business Conduct Policy in strictest confidence. Each disclosure should be treated as described in the 1992 "Policies and Procedures Regarding Internal Reporting of

Wrongdoing" or directed to either:

Vice President and General Auditor
Philip Morris Companies Inc.
800 Westchester Avenue
Rye Brook, New York 10573-1301

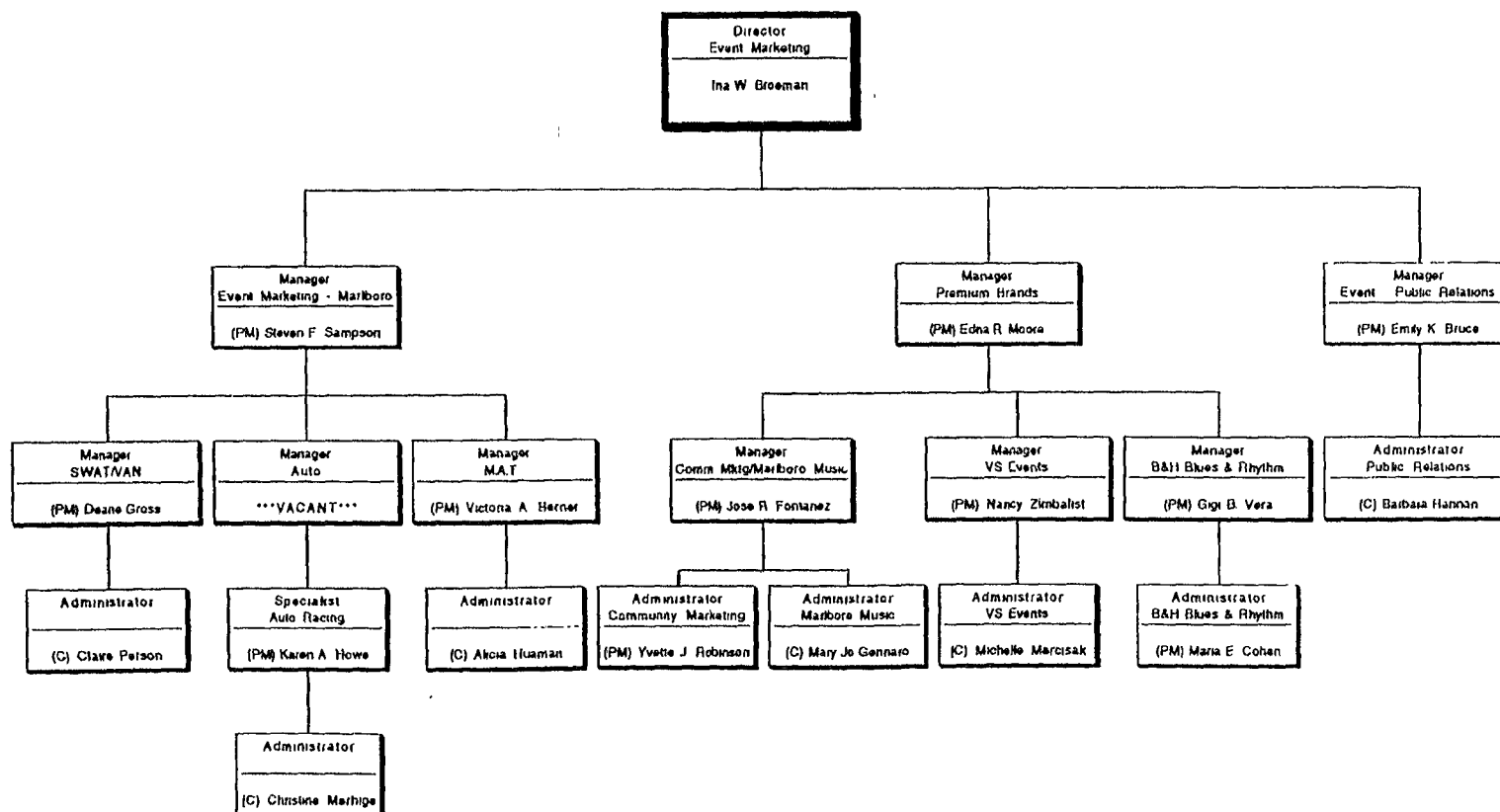
or

Secretary, Audit Committee of the
Board of Directors
Philip Morris Companies Inc.
120 Park Avenue (23rd Floor),
New York, New York 10017

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EVENT MARKETING



* (C) = Consultant

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TICKET/INFORMATION INQUIRIES

Request From/Regarding:

Refer to:

o Stockholders

Diane McAdams
Philip Morris Co., Inc.
23rd Floor
120 Park Avenue
New York, NY 10017
(212) 878-2037

o Virginia Slims Tennis

Title Events:

Nancy Zimbalist
Manager, Virginia
Slims Tennis
120 Park Avenue
New York, NY 10017
(212) 878-2883
Fax: 922-1462

All Other Women's Tennis Events:

Jean Washington
Director, Event
Promotions-North America
Kraft General Foods
250 North Street
White Plains, NY 10625
(914) 335-1210
Fax: 335-1255

o Marlboro Racing

Steve Sampson
Group Manager, Marlboro
120 Park Avenue
New York, NY 10017
(212) 878-2184
Fax: 907-5367

o B & H

Gigi Vera
Manager
120 Park Avenue
New York, NY 10017
(212) 878-2125
Fax: 907-5478

o Marlboro Music

Jose Fontanez
Manager
120 Park Avenue
New York, NY 10017
(212) 878-2361
Fax: 907-5478

o Fullfillment

Susan Strausser
120 Park Avenue
New York, NY 10017
(212) 880-3488

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General Office Guidelines

- Distribution memos must list distribution list at the bottom.
- Telephone messages must include telephone/extension numbers even if it is an inter-office call.
- Items requiring signature/approval should be circulated in a unique color folder to distinguish it from other mail.
- Have a signature file/box on your desk in order to facilitate processing important documents quickly.
- Be sensitive to ringing telephones. They should be answered by the fourth ring (**3).

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Marketing Plan

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Marketing Plan

Elements

- Overview
- Objectives
- Strategies
- Budget

Life

Strategies

Program Overview - Situation Analysis

Conclusion: How many Surveys
Budget

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1993 MARLBORO RACING MARKETING PLAN

The 1993 Marlboro Auto Racing plan is designed to use Marlboro's worldwide racing heritage and championship imagery to leverage retail opportunity for the brand. Although our primary focus is Indy Car racing, the sport of open wheeled racing worldwide is evolving. For the first time in over ten years an Indy Car champion, Michael Andretti, will compete in Formula One for Marlboro McLaren. The current F-1 champion, Nigel Mansel, will switch to Indy Cars and drive for Newman Haas in 1993. With these types of changes developing for 1993, Indy Car racing's profile will increase substantially with Marlboro again in the forefront.

The Marlboro brand's racing heritage is unparalleled by any other company in the world. Starting in 1985, Marlboro began to build a position in Indy Car Racing by developing the Marlboro World Championship Team. This commitment recognized the best drivers in Indy Car Racing and was comprised of Emerson Fittipaldi, Danny Sullivan, Al Unser Jr., and Bruno Giacomelli. In 1986 Marlboro evolved into a team sponsor backing a March 86C prepared by Patrick Racing and driven by Emerson Fittipaldi.

In 1987, Marlboro again increased its presence in Indy Car Racing by sponsoring Patrick owned cars driven by Emerson and Kevin Cogan. In addition, Marlboro made its first move into the event sponsorship arena by supporting the Marlboro 500 and creating the Marlboro Challenge.

In 1988 Marlboro once again expanded its involvement in the sport by sponsoring the Marlboro Grand Prix at the Meadowlands. With the addition of the Marlboro Grand Prix, the Marlboro Million was created which served as Indy Car Racing's Triple Crown. Marlboro continued its sponsorship of Patrick Racing with a one car team.

After four years of building its position in racing, Marlboro was finally rewarded with a championship. 1989 not only brought a PPG Indy Car Championship but also a win at the Indianapolis 500. Again, the car was driven by Emerson Fittipaldi, but it was a Penske developed chassis that proved the difference. In 1989 Marlboro also sponsored a second car prepared by Penske and driven by Al Unser Sr. in the three 500 mile events.

1990 brought substantial change to Marlboro Racing with a change from Patrick to Penske Racing. To date this relationship is one of the most successful in worldwide racing. Our current Research and Development program is an example of how this partnership continues to grow, allowing Marlboro Racing Team Penske to be one of the most successful and visible race teams in the world.

The Marlboro Auto Racing program will continue to build and leverage the equity it has established as the leading sponsor in Indy Car Racing. This position of leadership allows the Marlboro brand to extend it's current masculine and performance based image and translate it into advertising and retail creative to drive home this message to our target audience.

The 1993 program will support the following brand objectives with a comprehensive national marketing program.

- Reinforce brand position utilizing contemporary, masculine image extensions
- Enhance awareness of Marlboro's leadership position in racing through the use of outdoor and print advertising, event sponsorship and in store extensions with POS
- Create additional opportunities for retail tie-ins.
- Build volume and encourage continuity of purchase through the development of retail promotions, direct mail, catalog offers and on site pack sales.
- Generate trial among competitive smokers utilizing sampling, couponing value added retail programs and pack sales
- Utilize racing to entertain key retailers and key officials

The following is an overview of strategic elements that will be utilized in order to meet the brand objectives:

STRATEGIES

TEAM SPONSORSHIP

- Marlboro Racing will sponsor a two car team consisting of drivers Emerson Fittipaldi and Paul Tracy, and owned by Roger Penske.
- Due to announcing his retirement in December, Rick Mears will remain with the team as a technical consultant.
- MRTP will compete in the Penske Chevy 1993 chassis and the newly designed Chevy C-Engine for 1993.
- The partnership between Marlboro and Penske allows Marlboro Racing Team Penske to be one of the most popular and respected racing teams in the world.
- 1993 Indy Car schedule is attached (Attachment A).

VENUE SPONSORSHIP

- Marlboro is the exclusive tobacco sponsor at ten of the sixteen 1993 Indy Car races.
- At all sponsored races, Marlboro receives category exclusivity, signage sampling/couponing, sweepstakes, pack sales, tickets, hospitality, program ads, P.A. announcements.
- The Marlboro presence at all sponsored races is so strong that it rivals most title sponsors.

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- We are in the process of reviewing a new sponsorship opportunity in Miami for 1994. In addition, we will consider any new opportunity in a location of geographic importance to the brand.

- Sponsored races for 1993:

| | |
|--------------------------|---------------------|
| • Phoenix, Arizona | - April 4 |
| • Long Beach, California | - April 18 |
| • Indianapolis, Indiana | - May 15/Qualifying |
| | - May 30/Race |
| • Milwaukee, Wisconsin | - June 6 |
| • Detroit, Michigan | - June 13 |
| • Cleveland, Ohio | - July 11 |
| • Brooklyn, Michigan | - August 1 |
| • Loudon, New Hampshire | - August 8 |
| • Nazareth, Pennsylvania | - September 20 |
| • Monterey, California | - October 3 |

TITLE EVENT SPONSORSHIP

MARLBORO 500

- The only Marlboro titled event scheduled for 1993.
- Scheduled at Michigan International Speedway, the world's fastest super speedway.
- Marlboro receives the same marketing benefits as all other sponsored races plus event entitlement, VIP ceremonies for the race start and awards presentations.

MARLBORO CHALLENGE

- We have informed IndyCar that the Marlboro Challenge no longer fits our business needs. As a result, we are in the process of re-negotiating the final year of the agreement.
- The 1993 contracted fee for the event is \$1.2M.
- We have made the following offer:

\$250K up front cash payment (one time)

\$10K per race pole award (\$160K)

\$100 award for the driver winning the most poles over the season.

\$510K total value

- Informed IndyCar that if the event were developed to a stand alone, Marlboro would consider acquiring the tobacco promotional rights for the event.
- We will have this resolved by 2/1/93.

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ON-SITE PROMOTIONS

Pack Sales

- Merchandising trailers will be upgraded with new graphic for the 1993 season.
- A new contemporary line of materials is being developed to drive additional volume.
- A mini catalog will be produced to distribute to provide a sweepstakes ticket, BIGIF coupon and an overview of available items.
- Credit cards and a purchase plus cash system will be implemented to stimulate additional consumer interest and sales.
- The Marlboro Racing Gear catalog will be distributed to all consumers that make a purchase.
- Some trailers' locations will be changed to heavier consumer traffic locations at the venues.
- Program will be again implemented by Phoenix Marketing.
- 1992 results for Pack Sales is attached (Attachment B).

Sweepstakes

- Developed to reward Marlboro and other competitive smokers.
- Help drive potential customers to the Pack Sales trailers to drive product sales.
- Generate names for the smoker database.

Coupons

- Samples will not be distributed at venues in 1993.
- BIGIF coupons will be distributed in the place of samples.
- Coupons will only be redeemable at the Pack Sales trailers on race weekend.
- Race only redemption will allow for an immediate accounting of coupons, thus saving substantial dollars.
- Coupon will include racing graphics.
- Distribution will take place out of strategically placed kiosks.

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MWCT Display - Retail

- We are investigating the feasibility of developing a MWCT display.
- The MWCT display will consist of a Marlboro Indy Car, Grand Prix motorcycle and Formula One car.
- Prior to moving forward, we will contact Trade Marketing to determine if this is a viable resource to help leverage our retail effort.
- Upon completion of this survey, a recommendation will follow.

Show Car

- Will provide two Marlboro Penske show cars for retail use in all race markets.
- Sales force will schedule all appearances with the trade.
- An emphasis will be placed on the retailer running a special offer in conjunction with the car.
- A special ad slick is being developed to allow the retailer to promote the car via local publications.
- Consideration should be given to the development of a single car display for use at retail and bar nights.

Bar Nights

- Bar Nights will be implemented every Thursday-Saturday in all Marlboro sponsored race markets.
- PM will develop a Marlboro/Sega Grand Prix race to attract the YAM.
- All equipment and support materials will be designed to reflect Marlboro racing.
- A switch selling program will be implemented getting competitive smokers to trade in for Marlboro.
- The show car will also be on site at all bar nights.
- The program will be implemented by Off Track Management.

Hospitality

- PM has secured Trade/Government Affairs Hospitality at all venues where Marlboro is a sponsor.
- First class accommodations are available at each venue.
- Credentials include VIP seating and pit passes.

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- Garage tours and driver autograph sessions are scheduled.
 - VIP gifts are provided at each venue to all guests.
- Media Trailer**
- Designed to entertain and service the national and local media at all Indy car venues.
 - Allow Marlboro to have a positive working relationship with all members of the media.
 - Provides a headquarters and interview area for MRTP personnel.
 - PM will operate the trailer "in house" in 1993.
 - A new graphic design will grace the exterior of the unit.
- Store Sales**
- Will work with the local sales force to change over the van program to a racing theme.
 - All racing themed incentive items will be distributed and provided by Events.
 - The show car will be incorporated whenever possible.
 - Develop custom POS to be displayed at the account entrance to communicate the program.
- Advertising**
- PM will implement a comprehensive advertising program to support Marlboro Racing.
 - Advertising will be directed at event programs, ROP for event support, special Indy 500 support (i.e.: Powerdrive/USA Today) and buff book insertions.
 - The brand will also place advertising in national magazines to support the program.
 - Outdoor advertising will be coordinated by the brand to support races in each domestic market.
 - Consideration needs to be given to including the ticket hotline number on outdoor in selected markets. This will assist in controlling costs at venues.
- Retail Promotions**
- Consumer promotions is developing a Five Pack/Free race T-shirt program.

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- Program will be implemented in selected non race markets.
- The Marlboro brand is developing a Racing Gear catalog for consumer distribution
- Distribution will take place via media, direct mail and distribution at all races.

Public Relations

- Marlboro will again implement the most comprehensive P.R. plan in auto racing.
- P.R. has reorganized the affiliate system from 5 to 4 agencies.
- Marlboro Racing News will again be the focal point of the P.R. effort.
- A full P.R. plan is being developed in more detail.

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**MARLBORO RACING
1993 BUDGET SUMMARY**

| CATEGORY | 1992 | 1993 | VARIANCE |
|---------------------------|---------------------|---------------------|---|
| 041 Telephone | \$ 5,000 | \$ 10,000 | 041 PM to fund Media Trailer Independently |
| 070 Sample 20's | 190,916 | 20,520 | 070 No Samples to be distributed at races |
| 122 Trophies | 80,000 | 50,000 | 122 - |
| 133 Consumer Incentives | 100,000 | 762,095 | 133 Re-allocated from sub account 137 |
| 137 Promotional Materials | 1,719,371 | 686,311 | 137 Re-allocate to sub account 137 |
| 202 Agency Artwork | 900,000 | 653,250 | 202 Based on '92 actual spending for E11 |
| 203 Non-Agency Artwork | 10,000 | 10,000 | 203 - |
| 253 Rentals | -0- | 61,000 | 253 Re-allocation from sub account 632 |
| 271 Affiliate Expenses | 225,000 | 217,000 | 271 - |
| 272 Affiliate Fees | 140,000 | 55,000 | 272 Eliminated one affiliate, MGP expenses |
| 273 PR Materials | 138,500 | 145,000 | 273 - |
| 275 Speaker Fees | 104,000 | 76,500 | 275 Only one add'l Marlboro sponsored driver for '93 |
| 276 Press Conferences | 150,000 | 50,000 | 276 Eliminate MGP expenses |
| 314 Prize Money | 75,000 | 75,000 | 314 - |
| 360 Coupon Redemption | 142,363 | 354,500 | 360 Coupons to be distributed at all Marlboro sponsored races in 1993 |
| 454 Charity Sponsorship | 15,000 | 15,000 | 454 - |
| 457 Marketing Projects | 122,500 | 370,500 | 457 Inc. MWCT exhibit and bar night exhibit |
| 472 Professional Services | 570,000 | 1,537,236 | 472 Re-allocated contractual expenses (i.e. Off Track, Motorsports, Phoenix) to proper acct. code. Inc. all media trailer personnel. |
| 530 Insurance | 100,000 | 44,000 | 530 Eliminates Marlboro Million insurance |
| 555 Photography | 60,000 | 78,000 | 555 Additional vendor for off sports placement |
| 632 Purchased Services | 935,000 | 215,500 | 632 Re-allocated funding to 253, 882 |
| 881 Advertising | 506,500 | 821,800 | 881 Increased to cover projects covered by Brand in 1992 |
| 882 Hospitality | 315,000 | 518,800 | 882 PM operating Media Trailer independently |
| 885 Contracts | 14,125,000 | 15,073,000 | 885 Penske contract increase \$250K Penske R&D \$1.5M vs. \$1.1M paid in 1992 Indy suite re-allocated to proper sub acct. \$55K. Marlboro Challenge contract increase \$100K. Bobby Rahal re-allocated to proper sub acct. \$110K. Increase in venue contracts \$33K. |
| TOTAL: | \$20,729,150 | \$21,900,000 | |

2042042831

MARKETING PLAN
VIRGINIA SLIMS TENNIS
1993

OVERVIEW

Virginia Slims is still the largest single sponsor of women's tennis. Our 20 year sponsorship history has created a trademark which is famous worldwide. It is important that we continue to leverage our sponsorship in key brand markets and capitalize on our positive association with visible and highly successful tennis events. It is also essential that we implement programs which have a quantifiable and positive impact on product movement in each market.

OBJECTIVES:

- Further leverage brands equity in tennis with women smokers.
- Leverage sponsorship with key accounts.
- Create additional opportunities for retail tie-ins
- Gain media exposure for Brand

STRATEGIES:

- Develop with Brand and Consumer Promotions retail programs in each market.
- Work with Trade Marketing to develop trade-class tie-ins for co-sponsorships and publicity extensions at Virginia Slims events.
- Sell product at events where possible.
- Work with Direct Marketing to generate names and utilize existing database to promote events.
- Refine the use of media days to include customers and maximize effectiveness.
- Utilize our resources to service the media and enhance publicity.

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- Work closely with Corporate Affairs to offer hospitality opportunities at Virginia Slims tournaments and to continue to organize clinics and pro/ams at their conferences.
- Work with Community Marketing in evaluating our minority advertising campaign. A recent study indicates that minorities are very interested in tennis.

Schedule of 1993 Virginia Slims Tournaments

| | |
|--------------------------------|-------------------|
| Virginia Slims of Chicago | February 8, 1993 |
| Virginia Slims of Florida | March 1, 1993 |
| Virginia Slims of Houston | March 22, 1993 |
| Virginia Slims of Los Angeles | August 9, 1993 |
| Virginia Slims of Philadelphia | November 8, 1993 |
| Virginia Slims Championships | November 15, 1993 |

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1993 VST Budget
(000)

| | <u>1992</u> | <u>1993</u> | <u>Variance %</u> |
|---------------------------------------|---------------|---------------|-------------------|
| Contractual | | | |
| WTA | 2726.0 | 3185.0 | -16.8 |
| WIPTC | 331.0 | 287.0 | -13.3 |
| Prize Money | 2600.0 | 2700.0 | -3.8 |
| Advertising | <u>1512.0</u> | <u>1579.0</u> | -4.4 |
| SUBTOTAL | 7169.0 | 7751.0 | -8.1 |
| Hospitality | 320.0 | 320.0 | 0.0 |
| SF Collateral/Incentives/Promo Mtls | 650.0 | 475.0 | -26.9 |
| Agency | 300.0 | 220.0 | -26.6 |
| PR (Materials/Media Days) | 350.0 | 200.0 | -42.8 |
| PR Affiliates (fees/expenses) | 625.0 | 448.5 | -28.2 |
| Professional Services (fees/expenses) | 375.0 | 425.0 | -13.3 |
| Samples | 30.0 | 0.0 | -100.0 |
| Photography | 70.0 | 40.5 | -42.1 |
| Special Project (Scoreboards) | 111.0 | 120.0 | -8.1 |
| TOTAL | 10,000.0 | 10,000.0 | |

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Program
Recommendation

2042042835

OUTLINING A PROPOSAL

FLOW OF THE OUTLINE

- o Where are we today and why are we there?
(SITUATION ANALYSIS)
- o What should we do about it?
(RECOMMENDATION)
- o Why is this a good thing to do?
(RATIONAL)

THE EIGHT STEP OUTLINING PROCEDURE

1. Review your strategy. Know precisely what you want to accomplish. Write it down.
2. Put down all supporting arguments, facts and assumptions on paper in any order. Do not number or judge them yet.
3. Separate the "givens." This is background information that will go into the Situation Analysis. Eliminate all but the minimum needed for the reader to understand the situation and concur with the proposal.
4. Eliminate or fix invalid arguments.
5. Tighten fuzzy arguments. Combine similar arguments into stronger statements.
6. Rank arguments from most telling to least important. Remember the ranking should be based mainly on what is important to the reader.
7. Review how the reader's mind works and test your argument against the reader's criteria. Look for weaknesses and strengthen. Be certain you haven't missed anything the reader will want to know.
8. Trim from the bottom up, leaving only as many arguments as you need to sell your proposal.

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PHILIP MORRIS
PROPOSAL FORMAT

OVERVIEW

A paragraph that tells the reader the purpose of the document. It should include the main idea (the situation and recommendation) and your opinion on the subject (the reason this is sound proposal).

Overall cost and concurrences should be included if possible.

This opening section serves as an executive summary and provides perspective on what follows.

SITUATION ANALYSIS

Perspective on the subject with emphasis on historical aspects. Why are we facing this problem or opportunity? What are the relevant facts and assumptions?

RECOMMENDATION

A concise statement of the recommended action and how it will be accomplished. Focus on the "what." Provide enough to give the reader a clear overall picture, but save implementation details (the "how") for later.

RATIONALE

A numbered list of reasons that support the recommendation in order of importance. Include the expected impact on the business and relevant precedents.

Each reason should start with a clear topic sentence followed by supporting facts.

ALTERNATIVES CONSIDERED

A brief description of other actions considered. Discuss why each was rejected in favor of your proposal. Only include serious alternatives.

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IMPLEMENTATION PLAN

Present your plan for accomplishing the recommended course of action. Break your plan down into components like timing and resource requirements. Organize logically into sections with appropriate headings.

NEXT STEPS

What is the reader expected to do? Tell the readers exactly what will happen if he concurs. Be specific about dates, people and financial commitments.

SUPPORTING DATA

Attached exhibits relevant to the subject. Contains supplementary information readers may want to review, but they should not have to refer to this section to understand and concur with your proposal.

2042042838

PHILIP MORRIS USA

INTER-OFFICE CORRESPONDENCE

120 PARK AVENUE, NEW YORK, NY 10017-5592

TO: Ina Broerman
FROM: Deane Gross
SUBJECT: Virginia Slims Shopping Fling-Jacksonville

DATE: October 21, 1992

Overview

Given what we have learned from the three recent Virginia Slims Shopping Fling events, this recommends a different approach for the future, beginning with a "mini-test" in Jacksonville in two weeks.

The cost of setting up a Fling at the Southern Women's Show (SWS) scheduled in Jacksonville November 5-8 would be approximately \$35,000, which will be self-liquidating; that is, we need only to sell approximately 1500 items to reach break-even.

Situation Analysis

VSSF did not attract the numbers that had been projected, leaving us with excess leftover inventory. The leftovers have been disposed of in three ways: donations to the local charities, donations to the victims of Hurricane Andrew, and through a liquidator.

We have now redirected our thinking and have recommended that VSSF be combined with our participation in SWS. This would revitalize our presence at SWS and provide the opportunity to grow VSSF in an environment with a built-in proven attendance.

There is an opportunity to test this theory at the upcoming SWS in Jacksonville, as described above. **It is important to note that this is not a true test situation: We have done no pre-market check and the goods to be sold are remainders from Fort Worth, not new merchandise with a specific direction or flow and full size ranges.** Further, the space we would utilize in Jacksonville is significantly smaller than what is recommended for next year.

We will be able to make certain assumptions about the viability of this idea after testing it in Jacksonville.

Recommendation

Simply put, this recommends that we take a portion (already designated) of the remaining merchandise from the Fort Worth VSSF and set up a booth at the Jacksonville SWS to simultaneously test the new idea and liquidate the leftover goods. The goods would be sold at 25% off the VSSF price, which would net higher dollars than turning the merchandise over to a liquidator, even accounting for the cost of setting up the booth, hiring staff, etc.

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Implementation

Space

We can set up a space at the Jacksonville SWS. Arrangements have been made with Southern Shows to rent a 35' x 50' space incorporating the existing SWS/VS booth and using the fixtures we already own from VSSF. The budget is attached.

Staffing

The two senior buyers (Missy, Margot), the two assistants (Alicia, Cathy) and I would attend, as would Chris Kearney of SDI and Jodi Solotoff of KWI. We would supplement this crew with temporary sales help hired locally. A total of 11-12 staff will be needed, including NYO people.

It is critical that our NYO staff, including assistants, be on-site, as they are familiar with the workings of VSSF and the merchandise.

Charity

We would need to make some charitable contribution to an AIDS organization to maintain goodwill with the designers whose merchandise we will be selling. The recommendation is to donate a percentage of sales to AmFAR or The AIDS Outreach Center in Fort Worth. The rationale for donating to Fort Worth is that the merchandise consists of the leftover goods from that market.

Next Steps

This is not a true recommendation, as plans are already implemented to proceed. Nevertheless, we need official management approval. In addition, we are seeking approval to proceed with plans for combining VSSF and SWS in 1993.

Supporting Data

Attached are the budget and assumptions on sales.

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Attachment I

Budget

| | |
|--|----------|
| NYO staff expenses | \$3,000 |
| drayage, labor, electrical, rentals, storage | 16,000 |
| space rental (\$4.75/foot) | 7,125 |
| on-site staff (6 people x \$8 x 50 hrs) | 2,400 |
| KWI fee and expenses | 2,400 |
| on-site supervision fee | 4,500 |
| TOTAL | \$35,425 |

Assumptions

| | |
|------------------------------------|--------------|
| total show attendance | 30,000 |
| 50% to VSSF booth | 15,000 |
| items shipped | 6,607 |
| 35% buy one item per person | 5,250 |
| average price per item | \$42.75 |
| total potential sales | \$224,437.50 |
| total if sold to liquidator | \$112,654.64 |
| items remaining after Jacksonville | 1,357 |
| remaining items to liquidator | \$23,000 |

IF EVENT IS DONE:

| | |
|-------------------------|-----------|
| COST OF EVENT | \$35,425 |
| POTENTIAL SALES | 224,438 |
| REMAINDER TO LIQUIDATOR | 23,000 |
| NET TO VSSF BUDGET | \$212,013 |

IF EVENT ISN'T DONE:

| |
|-----------|
| --0-- |
| --0-- |
| \$112,655 |
| \$112,655 |

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Charitable
Contributions

2042042842

CHARITABLE CONTRIBUTIONS
PAYMENT GUIDELINES

There are two payment processes (budgets) through which a Philip Morris contribution to a charity can be made:

1. Contribution directly through Philip Morris U.S.A.'s Corporate Contributions (Alan Miller) budget.
2. Contribution from an operating budget of a specific program.

Contribution through Corporate Contributions Budget

- o Only charities with 501(c)(3) IRS status are considered.
- o The charity sends a letter on their letterhead requesting a specific amount of money for a specific purpose/project. Relevant background material should accompany the letter, including the following items:
 - *Budget
 - *List of Board Members
 - *Mission Statement
 - *Copy of the 501(c)(3) Designation Letter from the IRS (A Federal Tax Identification Number is not evidence that an organization is actually 501(c)(3))
- o Contribution proceeds can be allocated for general support or for a specific purpose, project or event, with the exception of capital (building) campaigns, which Philip Morris does not support.

Payment Procedure:

- o A Corporate Contribution Grant Request Form (sample attached) must be filled out completely by the program Manager.
- o Program Manager routes for approval to:
 - Group Manager
 - Director
 - Vice President in charge of the program's cost center.
- o Once all required approvals are obtained, then the form goes to Alan Miller for processing.

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CHARITABLE CONTRIBUTIONS
PAYMENT GUIDELINES
(page two)

Contribution through Operating Budget

- o A 501(c)(3) charity or a non-501(c)(3) organization (considered a "sponsorship") contribution can be made through the operating budget.
- o If the charity is a 501(c)(3), then it must have the approval of a Vice President of Corporate Affairs.

Payment Procedure:

- o The charity sends a letter on their letterhead requesting a specific amount of money for a specific purpose/project. Relevant background information should accompany the letter, including the following items:
 - *Budget
 - *List of Board Members
 - *Mission Statement
 - *IRS Designation Letter (if a 501(c)(3) charity---see above under Corporate Contributions)
- o Program Manager routes for approval to:
 - *Group Manager
 - *Director
 - *Vice President in charge of the program's cost center
 - *Vice President, Corporate Affairs (if a 501(c)(3) charity).
- o Once all required signatures are obtained, an accounting code is posted on a voucher which accompanies the letter to the accounting department for payment.

2042042844

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
1100 COMMERCE STREET
DALLAS, TX 75242-0000

DEPARTMENT OF THE TREASURY

Date ~~DEC~~ 01 1992

Employer Identification Number:

Contact Person:

Contact Telephone Number:

REDACTED

Our Letter Dated:

May 1, 1989

Addendum Applies:

No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

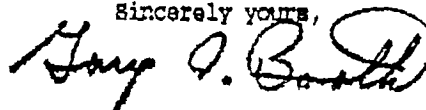
Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,



Gary O. Booth
District Director

Letter 1050(DO/CG)

2042042845

CORPORATE CONTRIBUTION GRANT REQUEST FORM

NAME OF REQUESTOR:

DATE SUBMITTED:

NAME OF ORGANIZATION:

501(c)(3) IRS LETTER ATTACHED: __ Y __ N

OFFICIAL ADDRESS OF ORG:

ORG. MISSION STATEMENT/
PURPOSE OF PROJECT:

IF EVENT: _____ DATE _____ CITY

AMOUNT REQUESTED OF PM: \$ _____

AMOUNT RECOMMENDED: \$ _____

PREVIOUS YR. SUPPORT: \$ _____

CHECK NEEDED BY: _____ NEED KGF CHECK: __ Y/N

NOTE: Please attach all relevant back-up material. Return this form, with all required approvals, to Alan Miller for processing.

APPROVED/NOT APPROVED:

APPROVED/NOT APPROVED:

____ EMOORE/SS/EB _____ DATE

____ IB _____ DATE
____ EM _____ DATE

COMMENTS:

2042042846

CORPORATE CONTRIBUTION GRANT REQUEST FORM

NAME OF REQUESTOR: Steve Sampson

DATE SUBMITTED: 2/8/93

NAME OF ORGANIZATION: Cornerstone Schools

501(c)(3) IRS LETTER ATTACHED: ☒ Y ☐ N

OFFICIAL ADDRESS OF ORG: c/o Genesis Foundation
300 Talon Centre
Detroit, Michigan 48207

ORG. MISSION STATEMENT/

PURPOSE OF PROJECT: To provide an academically challenging environment for at risk inner-city children (K-8th grade) in Detroit.

IF EVENT: _____ DATE _____ CITY

AMOUNT REQUESTED OF PM: \$ _____ N/A

AMOUNT RECOMMENDED: \$ _____ 10,000

PREVIOUS YR. SUPPORT: \$ _____ -0-

CHECK NEEDED BY: -SAP NEED KGF CHECK: ☐ Y/N

NOTE: Please attach all relevant back-up material. Return this form, with all required approvals, to Alan Miller for processing.

APPROVED/NOT APPROVED:

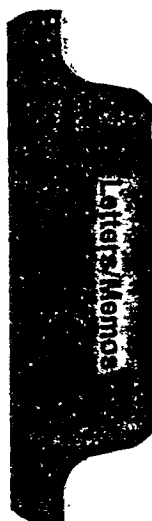
APPROVED/NOT APPROVED:

EMOORE/SS/EB 2/3 DATE

IB _____ DATE
EM _____ DATE

COMMENTS:

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2042042848

**General
Guidelines**

2042042849

GUIDELINES

15 WAYS TO WRITE BETTER IMMEDIATELY

- o Keep in mind that the reader doesn't have much time.

Your memos often travel to senior managers who have tight schedules and much to read. Your memos must be clear on first reading. The shorter it is, the better chance it has of being read and considered.

- o Know where you are going before you start writing.

Start with an outline of your memo and a list of the important points you want to cover. Write the Overview first, then the important paragraphs. Keep the details for last.

- o Don't make spelling or grammatical errors.

The reader who comes across bad grammar or misspellings will perceive the writer to be careless or uneducated. He will not put much stock in the writer's ideas.

- o Be responsive to the needs of your reader.

Don't be accused of missing the point. Start writing only when you really know what the reader wants, needs and expects.

- o Be clear and specific.

Use simple, down-to-earth words. Avoid needless words and wordy expressions. Avoid vague modifiers like "very" and "slightly." Simple words and expressions are clearer and easier to understand.

- o Try to use the present tense.

Be careful not to slip from the present to the past tense and back again. Select one tense and stick to it. Use the present tense when possible to add vigor to your writing.

- o Make your writing vigorous and direct.

Use active sentences and avoid the passive voice. Be more positive and definite by limiting use of the word "not." Avoid long strings of modifiers.

2042042850

- o Use short sentences and short paragraphs.

Send telegrams, not essays. Vary length to avoid monotony, but remember that short sentences and paragraphs are easier and more inviting to read.

- o Use personal pronouns.

Don't hesitate to use "we," "I" or "you" even in formal writing. The institutional third person can be cold and sterile, while personal pronouns make your memo warm and inviting.

- o Avoid cliches and jargon.

Find your own words and use them.

- o Separate facts from opinion.

The reader should never be in doubt as to what is fact and what is your opinion.

- o Use numbers with restraint.

A paragraph filled with numbers is unreadable. Use a few numbers to make your point; put the rest in tables and exhibits.

- o Write the way you talk.

Avoid pompous, bureaucratic words and expressions. Use informal, personal, human language. Read your memo out-loud -- if you wouldn't talk that way, change it.

- o Never be content with your first effort.

Revising and editing are vital to good writing. Rewrite your memo with the intent to simplify, clarify and cut words.

- o Make it perfect.

Eliminate typos, misspellings, bad grammar and factual errors. Remember, if one detail in your memo is recognized as incorrect, your entire line of thinking may be suspect.

2042042851

MAKE YOUR MEMO INVITING AND ATTRACTIVE

A good document is easy to read, inviting to read and easy to refer to. Here are some tips on how to do it:

- o Grab attention up front. A strong Overview section gives the reader perspective on what's coming. This makes the memo easier to read and understand. Don't open the memo with unimportant details or information the reader already knows.
- o Vary paragraph and sentence length -- but keep them short. Short paragraphs and short sentences are more inviting. If all your sentences and paragraphs are the same length, however, the memo can seem monotonous.
- o Use headings. This will help reader understand how the memo is organized and make it a better reference document.
- o Use bullets and numbers to identify groupings. This helps break up long paragraphs and is another way to indicate how the memo is organized.
- o Use parallel structure for lists.
- o Do not indent paragraphs. Separate paragraphs with a space.
- o Underline to focus on topic sentences and stress key words and phrases.
- o Leave adequate margins. White space makes any document more inviting.
- o Use tables, charts and exhibits. Paragraphs full of numbers are difficult to read. Presenting the same information in a table or chart makes it easier to understand and refer to.
- o Don't settle for sloppy or illegible duplication.

2042042852

STRATEGY AND MEMO WRITING

The opening or Overview paragraph of any memo should be a communication strategy for the document. It should simply and clearly tell the reader:

1. Why you are writing the memo (the purpose).
2. What you want to tell the reader or what you want the reader to do (the main idea).
3. What your opinion is on the subject.

In addition, the Overview should set the tone for your case.

* * * * *

FOUR BASIC COMMUNICATION STRATEGIES

Strategy #1: To confirm an agreement

Strategy #2: To inform

Strategy #3: To seek agreement or action

Strategy #4: To summarize knowledge for the record

* * * * *

2042042853

QUALITIES OF A GOOD OVERVIEW

1. It is clear and simple. Anyone who reads the document should be able to understand it. It means the same things to every reader.
2. It is brief. The Overview tells readers only what they need to know.
3. It deals with the "what" -- not with the "how." "What" is the recommended course of action or main conclusion; "how" is implementation. Leaders have trouble dealing with implementation until they understand and agree with what should be done.
4. It includes the writer's opinion. By including an opinion, the writer takes responsibility for the point of view or recommended action up front.
5. It understands the needs of the reader. It is geared to the ultimate decision maker. It takes into account the reader's interests, needs and level of knowledge.
6. It is thorough and complete. Although brief, the Overview can stand on its own. It does not tell the reader everything in the memo; it contains the key highlights. It should provide enough information so the reader can opt to read no further.

2042042854

THE PERSUASIVE MEMO

Writing a persuasive memo is like winning an argument with someone. The memo must be a complete, logical argument with which the reader cannot disagree. It must anticipate all questions and responses.

* * * * *

1. Know your strategy. Be sure you know exactly what you want to accomplish with your memo. Writing a draft of the Overview first will help you pin down your strategy and the key elements of the document.
2. Outline your argument. Your outline should focus on the Situation Analysis and Rationale sections of the proposal. This will insure that you have a complete, logical argument. It will also help you identify information that you are missing.
3. Have a plan. A well-thought-out implementation plan adds credibility to your concept and gives the busy reader added incentive to listen to your proposal. Even if you are awaiting approval to develop a detailed plan, include an outline of the plan to demonstrate it can be done.
4. Don't lose your argument in the Situation Analysis. Your proposal should flow naturally from the problem or opportunity described in the Situation Analysis. If the reader disagrees with anything in this section of the memo, he cannot buy your proposal. Avoid controversial issues, opinions and unsupported assertions in the Situation Analysis. Stick to the facts.
5. Use the Direct Approach. Present your Recommendation and Rationale before you discuss Alternatives Considered.
6. Use the Upfront Concept. Always lead from strength. Bring the main ideas to the front of each section. Always present your best arguments first.
7. Use precedent to make your proposal appear less speculative. Managers seek to avoid risk and error. Relevant precedent is the best way to reduce the apparent risk in a recommended course of action.
8. Gear your argument to the reader's interests and thinking style. Know how your reader's mind works. Consider all the criteria the reader will use to judge your proposal. Ask yourself if your argument is persuasive given the reader's interests and motivations.

2042042855

EDITING YOUR MEMO

Good writing requires rewriting. The overall purpose is to clarify and simplify. It helps to put your document aside for a while -- overnight if possible -- before revising. This helps you be more objective.

Before revising your memo, review the 15 WAYS TO WRITE BETTER IMMEDIATELY section. Then go through your document several times, asking yourself these seven basic questions:

1. IS IT CLEAR?

- o Is every sentence clear, unambiguous and easy to read?
- o Can any sentence be misunderstood?
- o Is the flow of the memo logical?
- o Are the words simple and concrete? Will the reader understand technical terms used?

2. IS IT COMPLETE?

- o Will the reader understand the purpose?
- o Are necessary agreements spelled out?
- o Does Situation Analysis have everything the reader will need to know?
- o Are all the key numbers in the body of the memo?

3. IS IT PERSUASIVE?

- o Does it lead from strength; are the arguments in order of importance?
- o Are all the readers' potential questions anticipated and answered?
- o Have you avoided exaggeration and provided a rational and balanced argument?

2042042856

4. IS IT ACCURATE?

- o Is every fact true? Or is it an opinion?
- o Is every number accurate?

5. IS IT CONCISE?

- o Do you have too many arguments?
- o Did you waste words telling the readers what they already know?
- o Do you have unnecessary words, phrases or sentences.

6. IS IT INVITING?

- o Did you leave adequate margins?
- o Are there any large blocks of type that can be broken up?
- o Is it neat, clear, legible?

7. IS IT PERFECT?

- o Are there any typos, misspellings or grammatical errors that can cast doubt on the quality of your thinking?

2042042857

SUGGESTED FORMATS FOR KEY MEMOS

Having a format in mind for the memo or report as you move forward with any project can eliminate one of the stumbling blocks to sound thinking and good communication. The format becomes an organization plan for your idea. It insures that you think about it logically and that you don't overlook anything relevant to the project.

Putting your idea on paper helps you evaluate it. It forces you, the writer, to think through the issues carefully. Good ideas can be strengthened and weak ideas are exposed for what they are.

A standard format helps you more quickly organize information and concepts. You don't have to think about where to put everything each time you start writing. If something is missing, it is immediately evident.

A standard format helps readers, too. They don't have to figure out how your mind is working each time they get a document from you. They know immediately where to find the pieces and how they fit together. It saves time and promotes understanding.

A document can be organized or "put together" in a variety of ways. Always be certain your case flows in a logical manner. Consider using a format with which your readers are familiar since they will be more comfortable with it. But -- don't compromise on clarity, simplicity and logical flow to do this.

The following are suggested formats for the two major types of documents: The Proposal and The Information Memo. These formats are appropriate regardless of how long your memo is. Many companies have adopted these formats because they work particularly well when the communication is moving up to senior management.

2042042858

PHILIP MORRIS
PROPOSAL FORMAT

OVERVIEW

A paragraph that tells the reader the purpose of the document. It should include the main idea (the situation and recommendation) and your opinion on the subject (the reason this is sound proposal).

Overall cost and concurrences should be included if possible.

This opening section serves as an executive summary and provides perspective on what follows.

SITUATION ANALYSIS

Perspective on the subject with emphasis on historical aspects. Why are we facing this problem or opportunity? What are the relevant facts and assumptions?

RECOMMENDATION

A concise statement of the recommended action and how it will be accomplished. Focus on the "what." Provide enough to give the reader a clear overall picture, but save implementation details (the "how") for later.

RATIONALE

A numbered list of reasons that support the recommendation in order of importance. Include the expected impact on the business and relevant precedents.

Each reason should start with a clear topic sentence followed by supporting facts.

ALTERNATIVES CONSIDERED

A brief description of other actions considered. Discuss why each was rejected in favor of your proposal. Only include serious alternatives.

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IMPLEMENTATION PLAN

Present your plan for accomplishing the recommended course of action. Break your plan down into components like timing and resource requirements. Organize logically into sections with appropriate headings.

NEXT STEPS

What is the reader expected to do? Tell the readers exactly what will happen if he concurs. Be specific about dates, people and financial commitments.

SUPPORTING DATA

Attached exhibits relevant to the subject. Contains supplementary information readers may want to review, but they should not have to refer to this section to understand and concur with your proposal.

2042042860

PHILIP MORRIS
ANALYSIS FORMAT

OVERVIEW

A paragraph that tells the reader the purpose of the document. It should include a topic overview and your point of view (generally the overall conclusion) on the subject.

This opening section serves as an executive summary and provides perspective on the memo that follows.

BACKGROUND

Perspective on the subject with emphasis on historical aspects. What does the reader need to know to understand the analysis that follows?

CONCLUSIONS

Your interpretation of the facts. What are the implications of the data? List conclusions in bullet point form, in order of importance.

FINDINGS

The facts that support your conclusions. This is your rationale for the conclusions you have made. Try to include only those data necessary to make your point. Organize your data with appropriate subheadings.

INDICATED ACTION

What is being done or should be done given your interpretation of the data. (Be careful -- if this is a recommended course of action, then use the proposal format for your memo.)

SUPPORTING DATA

Attached exhibits relevant to the subject. Generally, these are the finding in more detail. The reader may want to review these, but should not have to refer to this section to understand and concur with your analysis.

2042042861

FIELD TRIP AND STORE CHECK REPORTS

Trip reports are often badly written documents. A list of unrelated facts and findings with no conclusion or clear indicated action is unsatisfactory. Here are a few suggestions on how to prepare a good trip report:

- o Take notes on what you see and what people tell you.
- o Use the Information Memo format to organize your report.
- o Include the purpose of the trip in the Overview.
- o Provide an overall conclusion tied to the purpose of the trip.
- o List and number your specific findings. Be sure they support your conclusion(s).
- o Include an Indicated Action section.
- o Is it concise? One page is great; two pages are almost always enough. Put details in backup exhibits.

2042042862

HOW TO DEVELOP GOOD WRITERS

1. Show your people you want clear, concise writing by example. Sit down with new people and discuss your writing guidelines.
2. Know what you want before giving assignments. Discuss project with writer before he starts. Be specific. Plan it, even outline it, together.
3. When a memo is submitted to you, spend some time before meeting with writer. Be sure you understand what's wrong and how it can be fixed.
4. When you review a memo, sit next to the writer if possible. Start with big issues (like strategy, tone, logic flow, conclusions vs. facts) and move to smaller issues (grammar, appearance). Be positive!
5. Do not rewrite memo, but be specific about areas that need work.
6. Make sure writer really understands -- and agrees with -- your comments.
7. Do not make writer parrot of your style and expressions. Let your people develop their own style.

2042042863

Inter-Office
Correspondence

2042042864

PHILIP MORRIS USA

INTER-OFFICE CORRESPONDENCE

120 PARK AVENUE, NEW YORK, NY 10017-5592

TO:

DATE:

FROM:

SUBJECT:

Highlight this text and begin typing your memo.

2042042865

Turn-Down
Letters

2042042866

EMPLOYMENT TURN DOWN

May 26, 1992

REDACTED

Dear R

Your recent correspondence to R as passed on to me.

Unfortunately, at this time there are no opportunities available within the Event Marketing group at Philip Morris, even for someone with your impressive background. Be assured that we will keep your resume on file should an appropriate position become available.

Wishing you success with your career.

Sincerely,

Deane Gross
Manager, Event Marketing
Virginia Slims

cc: Ina Broeman
Leo McCullagh

2042042867

PROPOSAL TURN DOWN

(date)

(name)
(address)

(greeting):

Thank you for your recent proposal regarding the (project name) proposal which was forwarded to me for Marlboro consideration.

As you might expect, Marlboro has a very active promotional program that fits precise criteria developed to achieve our marketing goals. We have reviewed your proposal carefully and have determined that it does not fit into our promotional plans for Marlboro at this time.

We appreciate your taking the time to submit a proposal to us, and please feel free to contact us again as future opportunities arise.

Thank you for your interest in Philip Morris and we wish you every success with your program.

Regards,

JOSE FONTANEZ
Manager
Community Marketing Programs
Marlboro Events

JRF:tl

2042042868

FORM RESPONSE - UNSOLICITED IDEAS

[DATE]

NAME
TITLE
COMPANY
STREET
CITY, STATE

Dear _____:

Your _____, 1993 letter to _____ was forwarded to [me/the legal department] for a response. Unfortunately, the size and complexity of the Philip Morris Companies Inc. family of companies precludes an ability to properly manage the acceptance of unsolicited ideas. Thus we have instituted a corporate policy of refusing to accept such submissions. I am therefore returning your letter.

Thank you for taking the time to write. Best wishes in all of your future endeavors.

Sincerely,

2042042869A



PHILIP MORRIS

U.S.A.

120 PARK AVENUE, NEW YORK, N.Y. 10017-5592 TELEPHONE (212) 880-5000

June 20, 1991

David A. Rouatt
Executive Vice President
Sales and Marketing
Metro Vision of North America
405 Lexington Avenue
New York, NY 10174

Dear David:

As we discussed, the opportunities you proposed for Virginia Slims Tennis on The Commuter Channel look very interesting. However, as a tobacco company, we are unable to take advantage of this program because we are restricted by federal law from participating.

We appreciate your considering us and are sorry we will not be able to take advantage of this opportunity.

Sincerely,

Deane Gross
Manager, Event Marketing
Virginia Slims

cc: Ina Broeman

MARLBORO BENSON & HEDGES MERIT VIRGINIA SLIMS PARLIAMENT LIGHTS PLAYERS SARATOGA CAMBRIDGE ALPINE MULTIFILTER

2042042869

Call Report

2042042870

Call Report

Guidelines

- When to use:
 - Following a telephone conversation.
 - Following a meeting.
- Report briefly on:
 - What was discussed or presented.
 - What was decided and why.
- The Focus of the report should be on:
 - What action is required.
 - Who is responsible.
 - What is the timing.

2042042871



from the desk of

Deane Gross

DATE: 16 March 1993

TO: Anne Sheridan
Mike Britton
cc: Andy MacRae
Claire Person

SUBJECT: Recap 3/16 Conversations

VIA FAX AND HARD COPY TO ANNE AND MIKE

1. If kiosks need "simple" repairs, such as soldering joints, etc., the SPRs or MMs should take care of it and expense the cost. We're addressing the bigger picture, that is the fragility problems.
2. We're working out the issues for Kansas City. I've left a message for Kathy Lopez, our DM there and I'll get a better handle on the problems and call you.
3. The \$18,000 line item for postcard distribution has been eliminated.
4. Since Zone Managers are already full-time Powerforce employees, there won't be a "day charge" for pay for their time in training. The MMs will receive an extra day of pay if they have not yet started as full-timers. **But...**
5. To reiterate, Market Managers need to be in place *at least* two weeks prior to the start of their markets. Mike, you'll get back to me so that we can clarify what we each understand to be "base responsibilities" of the MMs. In our opinion, these responsibilities include: scheduling, checking inventories, notifying the PM FSF (field sales force) of changes in start dates (or start dates where they differ from the normal Phase start dates), pick-up and storage of vans, constant communication with PM UMs (we're fielding many calls through our office that really should be handled between the UMs and MMs).
6. Apparently, the "part-time" MM issue in Boston is resolved.
7. When there are *any* changes, such as warehouse locations, start dates, contact names, etc., it is imperative that we be informed ASAP. For example, on warehouses, we sent uniforms to the Kansas City location which were returned because the warehouse had been changed. I know we're all working under extreme pressure and have a million balls in the air simultaneously, but that sort of thing has to be communicated.
8. I'll follow up on the alarm situation and let you know.
9. We'll develop a form for ordering replacements for non-incentive materials such as survey cards, retailer ticket books, etc. I think we should be in good shape with these types of supplies for Phase III, but we'll work up a system anyway.

2042042872



PHILIP MORRIS

U. S. A.

120 PARK AVENUE, NEW YORK, N.Y. 10017-5592 TELEPHONE (212) 880-5000

July 23, 1992

Jean Washington
Kraft General Foods
250 North Street
White Plains, NY 10625

Dear Jean:

This will confirm our conversations regarding the allocation of tickets, etc. for the USOpen.

PM-USA will have the following from the sponsorship package:

FOR ALL SESSIONS:

| | |
|----------------|-------------------------------------|
| Box 5D | 6 seats (Bill Murray's box) |
| Box 144E | 6 seats (except M-F of second week) |
| Sections 222/3 | upon request and as available |
| Grandstand | 6 seats |

FINAL SATURDAY:

| | |
|---------|---------|
| Box 15A | 6 seats |
|---------|---------|

FINAL WEEKEND:

| | | |
|-----------|-----------|------------------|
| Saturday: | 200 level | 100 seats |
| Sunday: | 200 level | 35 seats (comps) |

PARKING (all sessions):

1 NTC (5D)
1 marquee
2 prepaid

HOSPITALITY PASSES:

all sessions:
6 USOpen Club
6 Racquets
Additional Club and Racquets passes upon request
and as available.

Sponsors' Enclosure:
first week: 12
second week: upon request and as available

MARLBORO BENSON & HEDGES MERIT VIRGINIA SLIMS PARLIAMENT LIGHTS PLAYERS SARATOGA CAMBRIDGE ALPINE MULTIFILTER

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I think this accurately reflects what we discussed. We may need to modify our needs, depending on the final request from Government Affairs. Please confirm to Shari, Annalee or me that it's correct.

Sincerely,

Deane Gross
Manager, Event Marketing
Virginia Slims

cc: Shari Barman
Ina Broerman
Annalee Thurston

2042042874

POWERFORCE

We make in store marketing work.

DATE: February 12, 1993
TO: Deane Gross
FROM: Anne Sheridan *AS*
SUBJECT: Conference Call - 2/11 and 2/12

I have summarized below the items discussed in our conference call yesterday. Please let me know if these are inconsistent with your understanding or if you have any questions.

1. Claire, Andy and you will arrive Thursday, February 25 around 5:30 p.m. for the Powerforce National Meeting in Chicago. The time involved with the Philip Morris portion of the meeting on Friday, February 26 is estimated at 1 hour. You will be staying through Friday night and leaving on Saturday, February 27.
2. We will ensure that all of the training locations in Florida and Texas (as well as the National meeting in Chicago) have VCR's available to show the Marlboro Adventure Team video.
3. Powerforce will plan on picking up a van in Chicago at Hoskin's Chevrolet in Elk Grove Village before it is needed for our National meeting in Chicago. You will send us the date that the van is available to be picked up.
4. You will provide us with the dates the vans are available as well as the locations the vans are to be picked up in the Florida and Texas markets for the 1st cycle. We need to receive this early next week so we can arrange for our Market Managers to pick up the vans.
5. You will provide us the information on which vans in Cycle II will be staffed with 1 or 2 persons by February 12. Any delays in receiving this information may cause additional costs to be incurred by Powerforce and/or delays in staffing 2 person vans.
6. We discussed the use of temporary substitutes on vans and confirmed that they will not need to be drug tested or go through the complete background checks.

2042042875

303 East Ohio Street
Chicago, IL 60611

Atlanta • Chicago • Houston

800-327-7158 • 312-923-7800

Los Angeles • New York • Toronto

- 2 -

7. We will eliminate the language in the materials agreement discussing incentives.
8. Per our discussion on 2/12/93, Powerforce will have no financial responsibility for inventory shrinkage, rather, Powerforce will have a responsibility to document the causes of inventory shrinkage over 1% as reported on the monthly inventory re-order form.

2042042876



SERVICE REPORT

1850

Philip Morris

CLIENT

January 22, 1993

Marlboro

DATE

PRODUCT

A record of contacts with client, a report of status of work in production and a memorandum of ideas discussed and work to be performed Leo Burnett

This recaps a telephone conversation between the Client (Andy MacRae) and the Agency (Tony Ebbale) on 1/21/93.

Purpose

To discuss the status of the Marlboro Promotion Van concept comp.

Background

The comp submitted is a representation of what would be adapted to other POS materials. The art style is an attempt to simulate an illustration style. A sample illustration by Barry Jackson was sent along with the comp to provide an example in terms of the color distinction and detail of images that would be achieved by illustration.

Discussion

The Client provided feedback on POS concept comp.

The Client comments were:

1. Van is not large enough
2. Marlboro branding is not prominent enough
3. Van (bumper) is too blurry and not clean/representational enough of actual van
4. Overall concept works in terms of communication of promotion and items

Agency explained that:

The van rendering on the submitted comp should not be evaluated for true color or realistic qualities, but simply as an element of the layout. Agency commented that the size of the van needs to be considered in terms of the overall balance of all layout elements (headline, gear items, van, date, time).

The Client requested that Agency revise the comp to incorporate their comments.

Decisions

Agency agreed to revise the van POS concept comp by contracting the above mentioned illustrator to provide a color comp at a cost of around \$1,000.

cpmsr.te

Next Steps

1. Agency to provide timing of POS A&K 1/22/93
2. Agency to revise comp by 1/27/93

Tony
X4580

\smi

cc: Leo Burnett
Martin Copus
Denise Russo
Dave Wilbert

Philip Morris
Deane Gross

Sent via Fax

cpmsr.te

2042042878

Wrap Up Report

2042042879

Operations

2042042880

Operations Wrap-Up

Guidelines

- Prepared by On-Site Operations Representative
 - Name of Event
 - Date
 - Site
 - Promoter
 - Attendance
 - Type of Sponsorship
 - Philip Morris Involvement
 - Sales Force Contact
 - Key Customer/VIP Entertainment
 - Charity/Corporate Contribution
 - On-Site Event Materials
 - General Observations and Recommendations
 - Distribution List
 - Program Staff
 - Group Manager
 - Director

2042042881

VIRGINIA SLIMS
TOURNAMENT REPORT

PART ONE

Name of Tournament Virginia Slims of Philadelphia
Dates November 11-17, 1991 Site Philadelphia Civic Ctr
Prize Money \$350,000 Draw Sizes 28/16
Promoter IMG Indoor X Outdoor
Tournament Director Barbara Perry
Weekly Attendance 46,949 Stadium Capacity 6,500
Presenter Kiss 100 Contact Larry Wexler
Singles Winner Monica Seles
Doubles Winner Jana Novotna/Larisa Savchenko
Check Presentation Ceremonies Participants Janine Bell/Deane Gross
Barbara Perry, Dennis Malloy
Player Gift (if applicable) City T-shirt

PART TWO

Sales Force Party Saturday, November 16 Location Courtside Club
Time 5:00 - 7:00pm Total Attending 70
Sales Force Contacts Rich Goukler
Players Attending Manuela Maleeva, Arantxa Sanchez Vicario

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1991 VIRGINIA SLIMS OF PHILADELPHIA

Wrap-Up Report

Tournament Hotel

The Rittenhouse was the official tournament hotel. It is a ~~new hotel~~ located in historic Rittenhouse Square.

The Virginia Slims staff were treated to one bedroom suites and a chocolate lovers goody basket greeted everyone's arrival.

Player/Sponsor Party

The kickoff party was held in the lobby of the Rittenhouse Hotel. Approximately 250 people were on hand with the arrival of each player announced on the microphone.

A private dinner was held after the party with players and major sponsors invited.

Transportation

Transportation was provided by Infiniti with several limousines on hand for the top players.

There were a couple of days when I took a taxi to the site because the wait was too long. Next year I would recommend several more drivers during the early part of the week, or a shuttle bus during the busy morning hours.

Player Lounge/Player Dining

The Player Lounge became a major issue prior to the start of the tournament. Initially this room was our designated interview room. Barbara Perry requested the room for the player lounge because it was very large and she could add player dining in the lounge.

We agreed with her request as long as a substitute interview room could be found with no additional costs to us.

We decided to pipe and drape an area next to the Media Center to create the interview room. We were then presented with a list of charges to create the interview room which we said we wouldn't pay for two months prior.

To make a long story short, there was a major lack of communication between Barbara Perry and Jeff Ryan on this issue.

It took two months time and many phone calls and faxes before this issue was resolved. In the end we agreed to split the cost of carpeting.

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The room worked well as the player lounge, although it was not as crowded as Barbara Perry had anticipated. The room was supplied with couches, tables, TV, VCR and movies. Tables were added for player dining, and hot meals were served twice daily.

Media Dining

The media dining area was in the Exhibition Hall/Courtside Club. Although it was a hike to get to the Courtside Club from the Media Center, the food offered was very good. The media each received a chit for lunch and/or dinner daily which were valued at \$10 and \$17 respectively. Any overage would be the individual's responsibility.

Next year I would recommend combining Media/Player Dining in the lounge area for convenience sake, if finances permit.

Locker Room

The locker room was located on the 2nd level just off center court. The size of the locker room is sufficient, but more attention to detail should be given to this room next year. During the preliminary site check it was agreed that doors or draping would be put on the toilet stalls. This was not taken care of until I arrived. There was no pipe and drape for the massage therapist. There was only one small mirror in the entire room.

Next year I recommend a dedicated sprucing up of the room.

Center Court

Overall the appearance of center court was good. Unfortunately, the baseline Kiss 100 banners were done in large block lettering and took away from the attractiveness of the court.

One major problem was that not all the banners on center court were ready to be placed on Monday and I continually had to monitor banner placements.

The official beverage was Clearly Canadian and the Kraft product of the week was Breyers.

The railing around center court is only 2-1/2 - 3' high. Next year I vote to pull the photographers benches off center court.

Practice Courts

The subject of practice courts was not a pleasant one early in the week. Stefano Capriati blew up at Georgina Clark, the WTA tour director, because Jennifer was only allotted 45 minutes practice time and had to share the court with another player.

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The total number of courts available was only three.

- o One court on-site at the Philadelphia Civic Center.
- o One court at the Levi Tennis Pavilion.
- o One court at the Riverside Racquet Club.

Next year should not be a problem if we have the two additional courts available from Oakland. There is plenty of room for the courts to be set up on-site in the Exhibition Hall.

If the additional courts are not available from Oakland, then IMG needs to secure additional practice locations.

Banners

The Civic Center offered ample space to place numerous sponsor banners.

The center court banners were all printed on blue material with the exception of the Kraft World Tour banner which is maroon.

The only follow-up to banners is that at all future events I want to insist that all banner placements are made by Monday. The only exception will be the daily sponsor placements.

Sideline Seats

The box seats on the sidelines are on ground level. The problem is that it is impossible to see over the railing surrounding center court if you are seated in the first several rows.

Next year I would like to see the center court area expanded so it is brought a couple of feet closer to the sideline box seats. I believe this will give everyone a better view over the railing, and the aisle will still be wide enough for pedestrian traffic.

Vendors/Concession Area

The vending area was located between the main entrance and center court. There were approximately thirty different booths with a vast array of tennis merchandise being sold.

The only problem with this area was that the lighting was not that bright. Many vendors purchased additional spotlights for their booths.

There was a good variety of food available through the concessionaires. The Breyers ice cream truck was on hand distributing free yogurt samples, much to everyone's delight.

ProShop

The Virginia Slims ProShop was in a prime location at the Southeast corner of center court. The sales at our booth were sluggish throughout the week.

The official program was sold through our ProShop at \$5.00 apiece. The programs sold out by Saturday, much to the public's disappointment.

There was a problem with the programs inserted pages not being perforated.

The obvious recommendation for next year is to order more programs and do a quality control check at the printer.

Sampling Booth

The Virginia Slims sampling booth was located in the front of the vendor's area. The local Sales Force was not on the ball with manning the booth. Next year I would like to have a briefing on Monday morning with all samplers and PM Managers working the event. The new Virginia Slims ad is a nice addition to the decoration of the booth.

Ushers

I was assured by the IMG staff that there were ushers to cover all entranceways. This did not turn out to be true.

Unfortunately, there were no stadium seating diagrams in the lobby and the ushers were overwhelmed with helping people find their seats.

Next year I recommend that several large stadium seating diagrams be posted in the lobby and at every entrance to center court. There also needs to be a much clearer marking of the seats in general. I would also recommend a briefing with the ushers to ensure that people are only allowed in during changeovers.

Offices

The Virginia Slims office and the WTA office were located together just off center court. The office is in a great location, and I prefer being close to the WTA so that I'm close to the players. This is especially important one week prior to the Championships.

Ballpersons

The ballpersons outfits were supplied by Le Coq Sportswear. This is not necessarily bad, except that the t-shirts were also printed with the Kiss 100 logo and Infiniti. Overall the shirts

were too busy and the blue shorts were not the Virginia Slims blue.

Next year I will insist on a sample of the proposed uniforms.

Tickets

The VS box seats were located on the sidelines. The quantity of tickets received was sufficient.

Next year I would like our box seats to be in the baseline area, which gives you much better visibility of the court.

Courtside Club

The Courtside Club was set up in the Exhibition Hall and was sponsored by Infiniti. This area was set-up nicely with the dining area and reception area overlooking the practice courts.

Next year I would recommend increasing the size of the Courtside Club due to the large turnout of several receptions.

Official Charity

The official charity for the tournament was the Philadelphia Art Museum. A charity function was held in the Courtside Club on Wednesday, November 13. The Corporate Partners Executive Committee and Time Magazine were the official sponsors of the event.

Approximately 400 tickets were sold to the event and \$14,000 was raised for the Museum.

Following the singles match on Wednesday night, a check presentation was made to Bob Scott, Head Curator of the Philadelphia Art Museum.

Barbara Perry of IMG presented a check for \$14,000. Tom Keily of Time Magazine presented a \$4,000 check and I surprised the Museum with a check for \$10,000.

Approximately 3,000 people were on hand to witness the presentation.

Miscellaneous

The only copier and fax on-site were the ones in the Media Center.

Summary

It's a nice feeling to step off a plane and see a poster advertising the Virginia Slims of Philadelphia in the airport. This typifies Barbara Perry's handling of events, she knows that the little details count.

This event had a great beginning with the opening kick off party, a strong week with eight of the top ten players in the main draw, and a fantastic finish with the four top-seeded players in the semi-finals. The crowd was routing for Jennifer Capriati on Sunday, but Monica Seles had an easy win to claim the 1991 Virginia Slims of Philadelphia singles title.

Overall, the Virginia Slims of Philadelphia was a fantastic event which is guaranteed to grow in prize money and popularity in 1992.

RECOMMENDATIONS

- o Provide extra cars during the early part of the week, or a shuttle bus during the busy morning hours.
- o Combine player and media dining located in the player lounge.
- o Spruce up the player locker room, and set-up the third floor locker room for coaches.
- o Re-do the Kiss 100 banners for 1992 to meet with VS approval.
- o All center court banner placement should be completed on Monday.
- o Remove the photographers benches.
- o Expand the size of center court sideways for better public viewing. This will also allow more space for the photographers.
- o Increase the number of practice courts by 2 or 3.
- o Increase the lighting in the concession area.
- o Increase the number of programs ordered.
- o Have a sampler briefing with the local salesforce.
- o Ushers should be posted at every entrance beginning on Monday.
- o Stadium diagrams need to be posted in the lobby and at each entrance to center court. There should also be box seat sign directionals on the sides of the bleachers.
- o Redesign the ballpersons outfits to meet with VS approval.
- o Our front row box seats should be located at the baseline.
- o Increase the size of the courtside club to meet the demands of attendance.
- o The IMG and WTA office should be equipped with their own copier and fax.
- o I recommend we contribute to the Philadelphia Museum of Art again in 1992.

| | | | |
|------|-------------------|----------------------|--------------------|
| 1 | SELES | SELES | |
| 1 | BYE | | W SELES |
| 2 | SAVCHENKO | | 75 61 |
| 1 | NERDEL | M NERDEL | 46 64 76 7 |
| 5 | FAIRBANK-NIDIFFER | PROVIS | W SELES |
| 6 | PROVIS | | 76 60 |
| NC 1 | MOORE | TH GARRISON | |
| 8 | GARRISON | GARRISON | 64 64 |
| 3 | SANCHEZ VICARIO | | W SELES |
| 10 | BYE | | 61 62 |
| 11 | WHITLINGER | T SANCHEZ VICARIO | |
| 12 | STAFFORD | M WHITLINGER | 60 36 62 |
| 13 | HARPER | | FR SANCHEZ VICARIO |
| NC 4 | WREEN | M HARPER | 67 61 64 |
| 15 | SCHULTZ | TH SCHULTZ | |
| 5 | FERNANDEZ MI | T SCHULTZ | 63 64 |
| 7 | MALEEVA-FRAGNIERE | | SELES |
| 3 | SHYLIE | T MALEEVA-FRAGNIERE | SUN |
| 19 | HELGESON | TH MALEEVA-FRAGNIERE | WINNER 75 61 |
| 20 | FRAZER | M FRAZER | 63 63 |
| 21 | MC NEIL | | FR CAPRIATI |
| 22 | SVISLOKOVA | T MC NEIL | 63 62 |
| 23 | BYE | | |
| 4 | CAPRIATI | W CAPRIATI | |
| 6 | MARTINEZ | TH CAPRIATI | 76 9 67 6 62 |
| 26 | LINDQVIST | W MARTINEZ | W CAPRIATI |
| 27 | SUKOVA | | 65 64 |
| 28 | BRIQUHOVETS | T SUKOVA | |
| 29 | APPELMANS | TH SABATINI | |
| 30 | ZVEREVA | T ZVEREVA | 63 60 |
| 31 | BYE | | |
| 32 | SABATINI | W SABATINI | |

Tournament VIRGINIA SLIMS OF PHILADELPHIA
 City PHILADELPHIA
 Main Draw Date 11-17 NOVEMBER 1991
 Qualifying Date —
 Prize Money \$ 350 000
 Draw 28
 Surface SUPREME

| | PRIZE MONEY | KRAFT GENERAL FOODS POINTS |
|-----------|-------------|----------------------------|
| WINNER | 70 000 | 300 |
| RUNNER-UP | 35 000 | 210 |
| 3rd-4th | 17 500 | 135 |
| 5th-8th | 9 100 | 70 |
| 19th-16th | 4 800 | 35 |
| 17th-32nd | 3 000 | 18 |
| 33rd-64th | | |

SEEDED PLAYERS

- 1 SELES
- 2 SABATINI
- 3 SANCHEZ VICARIO
- 4 CAPRIATI
- 5 FERNANDEZ MI
- 6 MARTINEZ
- 7 MALEEVA-FRAGNIERE
- 8 GARRISON

2042042890

PHILADELPHIA DOUBLES

- 1 NOVOTNA-SAVCHENKO
- 2 NOVOTNA-SAVCHENKO
MC LEAND-NELSON 62 62
- 3 NOVOTNA-SAVCHENKO
FRATIER-HELGESON 62 61
- 4 FRATIER-HELGESON
STAFFORD-WERDER 63 26 75
- 5 NOVOTNA-SAVCHENKO
SANCHEZVICARIO-SUKOVA 64 46 62
- 6 SANCHEZVICARIO-SUKOVA
FAIRBANK-NIDZEPER-GREGORY 62 64
- 7 SANCHEZVICARIO-SUKOVA
HARPER-MARTINEZ 60 61
- 8 HARPER-MARTINEZ
CAPRIATI-SCHULTZ 67 64 61
- 9 NOVOTNA-SAVCHENKO
BARANSKI-SEEMANN WINNER 62 64
- 10 BARANSKI-SEEMANN
GLITZ-SOMERVILLE 62 62
- 11 FERNANDEZ-GARRISON
BRONKHOVETS-SVIGLEKOVA 62 62
- 12 FERNANDEZ-GARRISON
4 FERNANDEZ MJ-GARRISON 64 61
- 13 FERNANDEZ MJ-GARRISON
PROVIS-SMYLIE 46 61 61
- 14 PROVIS-SMYLIE
HETTERINGTON-KINARD 26 64 63
- 15 PROVIS-SMYLIE
MAGERS-WHITE R 64 46 62
- 16 SHRIVER-ZVEREVA
SHRIVER-ZVEREVA 46 64 64

AS
W
M. Winder

Tournament VIRGINIA SLIMS OF PHILADELPHIA
City PHILADELPHIA
Main Draw Date 11-17 NOVEMBER 1991
Qualifying Date 10-11 NOVEMBER 1991
Prize Money \$ 350 000
Draw 16
Surface SUPREME

| | PRIZE MONEY | KRAFT GENERAL FOODS POINTS |
|-----------|-------------|----------------------------|
| WINNER | 31 000 | 300 |
| RUNNER UP | 10 500 | 210 |
| 3rd-4th | 7 000 | 135 |
| 5th-8th | 3 500 | 70 |
| 19th-16th | 1 990 | 35 |
| 17th-32nd | | |
| 33rd-64th | | |

SEEDED PLAYERS

- 1 NOVOTNA-SAVCHENKO
2 SHRIVER-ZVEREVA
3 SANCHEZVICARIO-SUKOVA
4 FERNANDEZ MJ-GARRISON
5 _____
6 _____
7 _____
8 _____

2042042891



presents the \$350,000
**VIRGINIA SLIMS
OF PHILADELPHIA**

starring
**MONICA SELES
GABRIELA SABATINI
JENNIFER CAPRIATI
AND MANY MORE...**

**NOVEMBER 11-17, 1991
PHILADELPHIA CIVIC CENTER**

ASSOCIATE SPONSORS

The Philadelphia Inquirer
Colonial National Bank USA

KYW-TV

Breyers Ice Cream
INFINITI

OFFICIAL SPONSORS

The Rittenhouse Hotel
Michelin Tire Company
Anne Klein II
American Airlines
John Wanamaker
Bailey Banks & Biddle
Yonex Corporation
Ritz Camera
Clairol

Rolex Watch, U.S.A.
Time Magazine
Prudential Property
Company
Chestnut Hill Limousine &
Coach Company
Michelin Tire Corporation
Eastman Kodak Company
Prudential Securities, Inc.

Enjoy World Travel
Honeybaked Ham
AT&T
IGS Printing
Campbell's Soup
Cleary Canadian
Sparkling Mineral
Water
RCA

Monday through Thursday sessions
\$2 ticket discount for 15 or more.
For Box, Series and Group Tickets:
**215/568-4444
1/800-735-5863**

**FIRST SERVE BOX SEAT
PACKAGE**
• Exclusive four-seat table with bar
service located on the baseline for
all tournament sessions.
• Four invitations to the Kickoff
Party
• Four passes to the Courtside Club
Listing in the Tournament
Program
• One parking pass per session
FEE: \$1,200.00

SERIES TICKETS
• Reserved ticket for all tournament
sessions
FEE: \$125.00 (\$212.00 value)

**COURTSIDE BOX SEAT
PACKAGE**
• Four-seat box for all
tournament sessions.
• Four invitations to the Kickoff
Party
• Four passes to the Courtside
Club
• One parking pass per session
Listing in the Tournament
Program
FEE: \$1,000.00

WEEKEND SERIES
• Reserved ticket for Friday
evening, Saturday day and
evening, and Sunday day
sessions
FEE: \$30.00 (\$100.00 value)

Return order form to:
Virginia Slims of Philadelphia
1601 Market Street
8th Floor
Philadelphia, PA 19103

NO REFUNDS/NO EXCHANGES
MAKE CHECK PAYABLE TO:
VIRGINIA SLIMS OF PHILA.

Name _____
Address _____
City _____ State _____ Zip _____
Telephone: Home _____ Work _____
Charge my: () VISA () MASTERCARD
Card # _____ Exp. Date _____

SPECIAL EVENTS

Wednesday, November 13, 5:30 pm
Philadelphia Museum of Art Benefit Cocktail Party and Silent Auction

Thursday, November 14, 7 pm
Club Night

Instructional clinic and drawings for prizes
A tribute to Kathy Jordan presented by Eastman Kodak Company

Friday, November 15

Ladies Day, 12 pm

Anne Klein II and John Wanamaker present an on-court fashion show in
between matches. Prizes and fun for all!

Colonial National Bank USA Night 7 pm

Featuring Fast Serve Contest and Player Autograph Night

Saturday, November 16, 7 pm

KISS-100 Night

Featuring the KISS-100 Comedy Club starring Dennis Malloy

Free KISS-100 souvenirs to the first 100 fans

Sunday, November 17, 12:45 pm

Football Widows Day

Ladies, bring your husbands to the tournament—free. While you watch
world class tennis, your husbands can cheer the Eagles to victory on our
big screen tv located in the Sports Bar!

Daily tickets can be purchased through ~~various~~ outlets, at the Civic
Center box office (Monday through Friday, 10 am-5 pm), by mail with
this form, and with a credit card by calling:

**215/336-2000
717/693-4100**

**609/665-2500
302/984-2000**

DATE

| | | |
|------------------------------|---------|-------------|
| November 11 Monday, 10 AM | \$10.00 | |
| November 11 Monday, 7 PM | \$15.00 | |
| November 12 Tuesday, 10 AM | \$10.00 | |
| November 12 Tuesday, 7 PM | \$15.00 | |
| November 13 Wednesday, 10 AM | \$10.00 | |
| November 13 Wednesday, 7 PM | \$15.00 | |
| November 14 Thursday, 10 AM | \$10.00 | |
| November 14 Thursday, 7 PM | \$15.00 | UPPER TIER |
| November 15 Friday, 12 PM | \$12.00 | |
| November 15 Friday, 7 PM | \$20.00 | \$15.00 |
| November 16 Saturday, 1 PM | \$25.00 | \$20.00 |
| November 16 Saturday, 7 PM | \$25.00 | \$20.00 |
| November 17 Sunday, 12:45 PM | \$30.00 | \$25.00 |
| | | HANDLING \$ |
| | | TOTAL |

With a purchase of four or more tickets for
Monday through Thursday sessions, receive a
complimentary Virginia Slims Fanny Pack.
Limited quantities available.

All tickets ordered after November 1 will be held at WILL CALL.
MAIL ORDERS PAYABLE BY CHECK ONLY.

Please make check payable to:
Philadelphia Civic Center
34th & Civic Center Boulevard
Philadelphia, PA 19104-4395

NO REFUNDS/NO EXCHANGES

Name _____
Address _____
City _____ State _____ Zip _____
Telephone: Home _____ Work _____

2042042892

SCHEDULE OF EVENTS
1991
VIRGINIA SLIMS OF PHILADELPHIA
presented by KISS - 100
November 1, 1991

SUNDAY, NOVEMBER 10

1 - 4 pm

Breyers Pro - Am and luncheon - Levy Tennis Pavilion

5:30 - 7:00 pm

Advanta Kickoff Party - Rittenhouse Hotel

7:30 pm

Player Dinner - Market Street Live

MONDAY, NOVEMBER 11

10 am

First round matches

7 pm

Opening Ceremonies -

color guard ceremony

God Bless America - performed by Quarter Notes

Battle of the Network Sportscasters

Campbell's Night

Enjoy World Travel Night

Michelin Tire "Serve through the Tire" Promotion in between matches

2042042894

TUESDAY, NOVEMBER 12

10 am

7 pm

Clearly Canadian Night

Clearly Canadian to sponsor "Hit for Prizes" in between matches.

American Airlines Night

WEDNESDAY, NOVEMBER 13

10 am

First round matches

OFF SITE -- John Feinstein to do book signing at Brentano's - Liberty Place

5:00 pm

Cocktail Party and Silent Auction to benefit the Philadelphia Museum of Art

Informal modeling by Bailey, Banks & Biddle

John Feinstein book signing (HARD COURTS) at Art Museum benefit.

7 pm

Celebrity Return the Serve to begin at 6:50 pm

Bailey, Banks & Biddle Night

Art Museum/Time Magazine Night

KYW - TV Night

On court presentation in between matches - check presentation to Museum of Art
by VS of Philadelphia and TIME

Winners of Silent Auction items to be announced in between matches

2042042895

THURSDAY, NOVEMBER 14

10 am

7 pm

Good Seasons Club Night

6 pm Register for prizes at VS of P booth

6:15 - 6:30 - Fast Serve contest (men's and women's divisions)

6:30 - 7:00 - Clinic

Rittenhouse Night -

Prudential Night -

Introduction of Tiebreak Tournament winners in between matches on center court

Kodak Night

Eastman Kodak Company tribute to Kathy Jordan immediately preceding matches - to include presentation by Pam Shriver

****ADVANTA PARTY IN VIP AREA****

*****KODAK RECEPTION FOR KATHY JORDAN******

FRIDAY, NOVEMBER 15

12 pm

Ladies Day

On-court fashion show sponsored by John Wanamaker and Anne Klein II in between matches

Drawings for prizes

Trunk show by Anne Klein II in Courtside Club immediately following fashion show

7 pm

COLONIAL NATIONAL BANK NIGHT

Player Autograph Night

Fast Serve contest in between matches

****COLONIAL NATIONAL BANK PARTY IN VIP AREA*****

Chesapeake Village - player to sign ad in program - Chesapeake Village to provide gift certificate

2042042896

SATURDAY, NOVEMBER 16

1 pm

11:00 am Prudential Clinic (30 people) on practice court followed by brunch in VIP area

The Philadelphia Inquirer Day

Philadelphia Inquirer Return the Serve contest in between matches

Infiniti Day

****INFINITI PARTY IN VIP AREA****

****12:00 - PRUDENTIAL BRUNCH IN VIP AREA****

7 pm

KISS-100 Night

Free KISS-100 souvenirs to the first 100 spectators

KISS-100 to host a promotion in between matches

KISS to use practice court for Return of Serve contest 6:00 pm

Breyers Night

Breyers Fast Serve contest on practice court at 6:30

Breyers Return the Serve contest to be held at approx. 7 pm

****BREYERS PARTY IN VIP AREA****

****KISS 100 PARTY IN KISS TENT****

****INFINITI PARTY ****

****PHILIP MORRIS SALES FORCE PARTY*****

100 programs to VS - Debra Miller

2042042897

SUNDAY, NOVEMBER 17

God Bless America to be performed by Quarter Notes

Free admission to the Courtside Club/Eagles game for husbands of ticketholders

PRUDENTIAL BRUNCH FOR 50 GUESTS IN HOSPITALITY AREA

INFINTI BRUNCH IN HOSPITALITY AREA

2042042898

INFINITI Division
c/o South Towera Street
P.O. Box 100000
Philadelphia, PA 19108
Tel: 215-261-1111



I N F I N I T I

N E W S

For Immediate Release

INFINITI ANNOUNCES "COMMITMENT TO EXCELLENCE AWARD"
TO BENEFIT THE WOMEN'S SPORTS FOUNDATION

PHILADELPHIA (November 11) -- When Monica Seles, Gabriela Sabatini, Jennifer Capriati and other world class tennis players take to the court for this week's Virginia Slims of Philadelphia, they'll be vying for more than the tournament championship.

Every serve, volley and backhand will go towards providing girls and women across the United States with an opportunity to fulfill their athletic potential through "The Infiniti Award: A Commitment To Excellence". Infiniti, the luxury car Division of Nissan Motor Corp., in U.S.A., will donate \$1,000 in the award winner's name to the Women's Sports Foundation (WSF) Saturday at the Philadelphia Civic Center.

In addition, Infiniti will award a Tiffany Crystal to the player who best exemplifies performance, dedication to the game, sportsmanship, achievement, leadership and community service at each Infiniti-sponsored women's tennis tournament, beginning with this week's Virginia Slims of Philadelphia.

- more -

^ Division of Nissan Motor Corporation in USA

2042042899

"The Women's Sports Foundation has played an integral role in developing the talents of female athletes the last several years," said Ed Sherman, Infiniti's Eastern Region General Manager. "Infiniti is looking forward to helping the WSF continue their efforts."

The Women's Sports Foundation, established in 1974 by tennis great Billie Jean King, is a non-profit educational organization dedicated to promoting and enhancing the sports experience for all girls and women.

In addition to providing guidance and leadership, the WSF also awards training grants to aspiring champions. Previous grant recipients include 1990 World Figure Skating Champion Jill Trenary, 1991 World Figure Skating Champion Kristi Yamaguchi, and disabled Skiing World Champion Diana Golden.

"The Women's Sports Foundation is very happy to have Infiniti on board as a corporate sponsor," said executive director Deborah Anderson of the WSF. "Infiniti's contribution will help the efforts of young people around the country reach their athletic potential."

In addition to its sponsorship of women's tennis, Infiniti also serves as the U.S. Open's official car and sole sponsor of the Men's Singles Championships.

#

Contact: Greg Elliott, Infiniti Public Relations 213/719-3127
David Barnas, Bob Thomas & Assoc.. 213/376-6978
Kathryn Reith, Women's Sports Foundation 212/972-9170

11/91

2042042900

Brand

2042042901

PHILIP MORRIS
ANALYSIS FORMAT

OVERVIEW

A paragraph that tells the reader the purpose of the document. It should include a topic overview and your point of view (generally the overall conclusion) on the subject.

This opening section serves as an executive summary and provides perspective on the memo that follows.

BACKGROUND

Perspective on the subject with emphasis on historical aspects. What does the reader need to know to understand the analysis that follows?

CONCLUSIONS

Your interpretation of the facts. What are the implications of the data? List conclusions in bullet point form, in order of importance.

FINDINGS

The facts that support your conclusions. This is your rationale for the conclusions you have made. Try to include only those data necessary to make your point. Organize your data with appropriate subheadings.

INDICATED ACTION

What is being done or should be done given your interpretation of the data. (Be careful -- if this is a recommended course of action, then use the proposal format for your memo.)

SUPPORTING DATA

Attached exhibits relevant to the subject. Generally, these are the finding in more detail. The reader may want to review these, but should not have to refer to this section to understand and concur with your analysis.

2042042902 A

BRAND WRAP-UP

Guidelines

Procedure:

- o Prepared and submitted by the Event Manager to the Group Manager following each event.
- o The Group Manager reviews and forwards to Director.
- o The Director must approve before it is distributed.

Purpose:

A follow up of the marketing plan. Take objectives and describe how they were (or were not) met. Be specific.

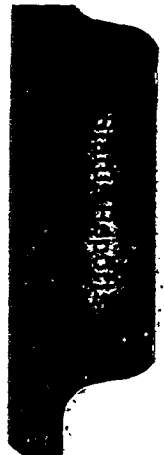
Components:

- o Name of event.
- o Brand.
- o Date.
- o Location.
- o Event overview.
- o Retail involvement/Account specific tie-in
 - o Promotion(s)
 - o Was it delivered on time?
 - o Success (why/why not)
 - o Field contact
- o Attendance and demographics.
 - o Attendance figures.
 - o Tie back to marketing plan objective.
 - o What were the demographics?
 - o Was the attendance the demographic profile the event was trying to reach?
 - o Percentage of smokers.
 - o How was the event for PR value? Number of impressions?
- o How many packs sold at the event, if applicable.
- o Merchandise sales, if applicable.
- o Name generation.
- o Competitive activities.
- o Checklist of signage.
- o Corporate Affairs involvement. Who attended?
- o Trade Relations involvement. Number of customers?
- o Outside agency involvement.
 - o Responsibilities.
 - o Performance.
- o Final budget for this event.
- o Recommendation for changes/improvements.

Distribution:

- o Group Manager
- o Director
- o Event Staff (after Director approval)
- o Brand (after Director approval)

2042042902



2042042903

PHILIP MORRIS USA**INTER-OFFICE CORRESPONDENCE**

120 PARK AVENUE, NEW YORK, NY 10017-5592

TO: Ina Broeman
Edna Moore
Steve Sampson

DATE: December 31, 1992

FROM: Deane Gross

SUBJECT: Status 12/21-12/31**Virginia Slims Shopping Fling**

- Negotiated with KWI for fee reduction of @\$3000 from final invoice.
- Spoke to Ken Nisch (JGA) to explain why we cut his fee. Sent letter and check. He took it well and has not responded yet as to whether or not he accepts it.
- Per my e-mail last week, Joan Zimmerman doesn't agree with our opinion on advertising dollars. Will have to discuss when Laura Campbell returns next week.
- WDS (warehouse) negotiations are on hold pending Frank Stuart's return from vacation.

Southern Women's Shows

- Meeting on Tuesday, January 5 with Carl to present ideas.
- Forwarded files to Nancy.

Merit Bowling

- Despite repeated reminders, we haven't received anything from Bob Ferrin re: incremental pack sales.
- Forwarded files to Vicki.

Van/SWAT

- Met with Andy to get up to speed. Will prepare recommendation on how I see responsibilities should be divided.
- Met twice with PowerForce to hammer out details of contract and training.
- Finance in those meetings as well to ensure acceptable terms.
- Contacted Corporate Affairs to include training info for dealing with the public regarding tobacco issues. Also want to have 800 number available for consumers to call.
- Will need to travel to Raleigh and West Pam Beach January 14-15 to observe SWAT team and visit "mega-volume" outlets to gain understanding of retail environment.

Miscellaneous

- Sent Claire's contract onto Steve for comments. Will initiate new contract pending comments.
- *Happy New Year!!!*

2042042904 A

Status Reports

Procedures

- Weekly

- Prepared by Program Managers and submitted to Group Managers.
- Group Manager reviews and sends to Director.

- Management Highlights

- Prepared by Director for Senior Management as needed.

2042042904

MARLBORO "BLITZ MARKET" TEST

Program designed to increase Marlboro share of mind with high visibility events. Includes retail promotions, sampling and bar nights.

STATUS: Test program scheduled for Syracuse during September. All Materials have been stored in Syracuse warehouse.

NEXT STEPS: Sales meeting week of June 20 to be organized and run by Gregory Smith.

2042042905 A

MANAGEMENT HIGHLIGHTS

PHILIP MORRIS STATUS REPORT FORMAT

OVERVIEW

A one-page summary of key projects that require management attention. Start with the project title, then give a one-paragraph description of the project and issues that require attention. Include a clear statement of action required and next steps.

Example:

MARLBORO INDIANAPOLIS 500 POSTERS

Posters are to be given out as sweepstake prizes at Indy 500. Design requires Larry Wexler's approval by 9/15. Next steps: following approval 1000 posters will be printed and distributed.

* * * * *

Balance of status report is a listing of projects organized by category. Each project should include:

- o Title
- o Brief description
- o Status
- o Next steps with key dates
and responsible parties

Example attached.

2042042905

Performance
Appraisal

2042042906

PM USA
MANAGEMENT COMPETENCY MODEL

BUSINESS INTEGRATION (BI)

Demonstrates an awareness of the company's business and the environment in which we operate.

1. Understands business plans and objectives.
2. Stays abreast of emerging trends and external forces affecting the business.
3. Integrates department plans with company objectives.
4. Defines and articulates department roles and responsibilities in relationship to the larger organization.
5. Determines and communicates work priorities to staff, customers, and management.
6. Maintains focus on critical departmental goals.

COMMUNICATION (C)

Communicates clearly, articulately and impactfully.

1. Expresses ideas and gives direction to others clearly and succinctly.
2. Delivers effective presentations.
3. Persuades and sells concepts, programs and positions.
4. Responds convincingly to the objections of others.
5. Adjusts communication style to situation and audience.
6. Writes in an understandable, concise, and grammatically correct style.
7. Effectively summarizes complex information.
8. Actively listens.

INITIATIVE (I)

Proactively works to improve the organization.

1. Challenges the system; does not accept the status quo.
2. Pursues and takes action on opportunities for improvement.
3. Offers innovative ideas.
4. Takes sensible risks.
5. Overcomes bureaucratic obstacles.

INTERPERSONAL ABILITY (IA)

Builds and maintains constructive relationships throughout the organization.

1. Interacts with others in an open, honest and non-threatening manner.
2. Uses tact and remains objective.
3. Works with others in constructive partnerships to achieve team goals.
4. Reads and responds to verbal and non-verbal cues.
5. Demonstrates sensitivity to the needs of others.

MANAGEMENT ACCOUNTABILITY (MA)

Demonstrates personal responsibility and accountability for decisions and business outcomes.

1. Accepts responsibility for one's actions.
2. Demonstrates a sense of ownership for the goals and actions of the entire organization.
3. Supports decisions of management.
4. Makes prompt decisions within the scope of authority; does not push decisions to higher levels unnecessarily.
5. Promotes accountability in others.
6. Demonstrates fiduciary responsibility.

2042042907

ORGANIZATIONAL ASTUTENESS (OA)

Astutely uses knowledge of departmental and personal relationships to further business objectives

1. Capitalizes on a network of positive working relationships.
2. Gathers and assimilates other's perspectives, agendas and ideas.
3. Uses knowledge of who has influence in the organization based on position, vested interest and connections to further objectives.
4. Supports the organization vertically by judiciously providing timely information.
5. Demonstrates an organizational perspective; uses knowledge of how different departments and levels interrelate to achieve objectives.
6. Negotiates when necessary to achieve objectives (win-win).

PERFORMANCE MANAGEMENT (PM)

Develops and maintains a high performance work team.

1. Establishes clear expectations and deadlines.
2. Explains the purpose and rationale of assignments; shares relevant information.
3. Solicits input; acknowledges and credits the contributions of others.
4. Empowers subordinates by providing them authority and resources.
5. Follows up and provides specific and timely feedback.
6. Assesses and develops subordinates; uses creative methods to improve employee performance.
7. Tactfully and objectively confronts unacceptable performance.

RESOURCEFULNESS (R)

Develops creative, unique and optimal solutions that maximize organizational performance.

1. Demonstrates a short learning curve; quickly assimilates and recalls large quantities of varied information.
2. Detects the important trends, problems and opportunities from complex information.
3. Identifies and weighs alternatives.
4. Asks incisive questions to help solve business problems.
5. Displays ingenuity to solve business problems when established practices are inadequate or not optimal.
6. Exercises sound judgment.

WORK ORIENTATION (WO)

Models company commitment, enthusiasm, versatility and high work standards.

1. Makes personal sacrifices for the company's benefit.
2. Consistently exerts a high level of effort.
3. Demonstrates persistence and tenacity in pursuit of objectives.
4. Embraces change and demonstrates flexibility; supports new alternatives and solutions.
5. Challenges oneself; pursues continuous learning.
6. Adapts to high pressure and uncertain situations.

PM USA

ADMINISTRATIVE COMPETENCY MODEL

ACCOUNTABILITY (A)

Demonstrates personal responsibility for decisions, actions, and work outcomes.

1. Accepts responsibility for one's actions.
2. Makes prompt decisions within the scope of job; does not push decisions to higher levels unnecessarily.
3. Follows through; ensures assignments are completed.
4. Ensures that work performed and information provided is timely and accurate.
5. Handles confidential materials/information appropriately.
6. Prudently utilizes Company's resources.

COMMUNICATION (C)

Communicates clearly, articulately, and impactfully.

1. Expresses oneself clearly and succinctly.
2. Adjusts communication style to situation and audience.
3. Writes in an understandable, concise, and grammatically correct style.
4. Proofs and edits written communications.
5. Actively listens.

INITIATIVE (I)

Proactively works to improve effectiveness.

1. Questions established practices and management appropriately.
2. Pursues and takes action on opportunities for improvement.
3. Proactively offers opinions and innovative ideas.
4. Takes on responsibility and completes assignments without direction or supervision.
5. Shares knowledge, information, and expertise with others.
6. Overcomes bureaucratic obstacles.

INTERPERSONAL ABILITY (IA)

Collaborates effectively with others.

1. Interacts with others in a courteous and helpful manner.
2. Uses tact.
3. Remains objective.
4. Works with others constructively to achieve goals.
5. Reads and responds to verbal and non-verbal cues.
6. Supports and participates in creating a team environment.
7. Builds and maintains constructive working relationships.
8. Demonstrates sensitivity to the needs, individuality, and diversity of others.

2042042909

ORGANIZATIONAL ASTUTENESS (OA)

Constructively leverages departmental and personal relationships to enhance effectiveness.

1. Capitalizes on a network of positive working relationships.
 2. Uses knowledge of who has information, answers, and influence in the organization to accomplish tasks.
 3. Uses knowledge of the roles and functions of different departments and how they interrelate.
-

PLANNING and ORGANIZING (PO)

Plans, organizes, and prioritizes.

1. Plans work activities.
 2. Prioritizes work activities.
 3. Develops contingency plans to ensure task completion.
 4. Maintains work materials in an organized, easily retrievable fashion.
 5. Manages work requests from multiple sources.
 6. Develops and uses work processes which ensure efficient work flow and task completion.
 7. Manages time effectively.
-

RESOURCEFULNESS (R)

Analyzes problems and develops optimal solutions that maximize performance.

1. Demonstrates a short learning curve; quickly comprehends and recalls information.
 2. Analyzes and interprets information thoroughly and accurately.
 3. Gathers necessary information to complete assignments.
 4. Identifies resources and alternatives.
 5. Develops creative solutions to work problems.
 6. Exercises sound judgment.
-

WORK ORIENTATION (WO)

Models Company commitment, enthusiasm, versatility and high work standards.

1. Willingly makes personal sacrifices for the Company when needed.
 2. Consistently exerts a high level of effort.
 3. Demonstrates persistence and tenacity in pursuit of objectives.
 4. Embraces change and demonstrates flexibility.
 5. Supports new alternatives and solutions.
 6. Challenges oneself; pursues continuous learning.
 7. Adapts to high pressure and uncertain situations.
 8. Maintains a positive and professional approach towards work and the organization.
-

2042042910

PM USA

PROFESSIONAL COMPETENCY MODEL

ACCOUNTABILITY (A)

Demonstrates personal responsibility for decisions, actions, and work outcomes.

1. Accepts responsibility for one's actions.
2. Demonstrates ownership for the goals and actions of the work group.
3. Supports decisions of management.
4. Makes prompt decisions within the scope of authority; does not push decisions to higher levels unnecessarily.
5. Supports the efforts of others throughout the organization; does not undermine.
6. Follows through on work commitments.
7. Prudently utilizes Company resources.

BUSINESS INTEGRATION (BI)

Demonstrates an awareness of the Company's business and the environment in which we operate.

1. Understands business plans and objectives.
2. Stays abreast of factors, trends, and forces that affect the business unit.
3. Integrates work plans with business unit objectives.
4. Understands the roles and functions of different departments and how they interrelate to achieve business objectives.
5. Maintains focus on critical assignments, objectives and goals.

COMMUNICATION (C)

Communicates clearly, articulately, and impactfully.

1. Expresses ideas clearly and succinctly.
2. Delivers effective presentations.
3. Persuades and sells concepts, programs, and positions.
4. Responds convincingly to the objections of others.
5. Adjusts communication style to situation and audience.
6. Writes in an understandable, concise, and grammatically correct style.
7. Effectively summarizes complex information.
8. Actively listens.

INITIATIVE (I)

Proactively works to improve departmental/organizational effectiveness.

1. Challenges management and the system appropriately; does not accept the status quo.
2. Pursues and takes action on opportunities for improvement.
3. Proactively offers opinions and innovative ideas.
4. Takes risks appropriately.
5. Shares knowledge and expertise with others.
6. Overcomes bureaucratic obstacles.

2042042911

INTERPERSONAL ABILITY (IA)

Collaborates effectively with others.

1. Interacts with others in an open, honest, and non-threatening manner.
 2. Uses tact.
 3. Remains objective.
 4. Works with others constructively to achieve team goals.
 5. Reads and responds to verbal and non-verbal cues.
 6. Gives and accepts constructive feedback.
 7. Builds and maintains positive working relationships.
 8. Constructively confronts and resolves conflict situations.
 9. Demonstrates sensitivity to the needs, individuality, and diversity of others.
-

ORGANIZATIONAL ASTUTENESS (OA)

Constructively leverages departmental and personal relationships to further business objectives.

1. Capitalizes on a network of positive working relationships.
 2. Conveys relevant information to the necessary people on a timely basis.
 3. Compromises when necessary to achieve win-win objectives.
-

PLANNING and ORGANIZING (PO)

Plans, organizes, and prioritizes.

1. Plans work activities to meet objectives.
 2. Prioritizes work activities.
 3. Develops contingency plans.
 4. Maintains work materials in an organized, easily retrievable fashion.
 5. Manages time effectively.
-

RESOURCEFULNESS (R)

Analyzes problems and develops optimal and creative solutions that maximize performance.

1. Demonstrates a short learning curve; quickly assimilates and recalls large quantities of varied information.
 2. Accurately analyzes and interprets information from varied sources.
 3. Detects important trends.
 4. Anticipates problems and opportunities.
 5. Accurately determines the root cause of problems.
 6. Identifies resources and alternatives.
 7. Develops creative solutions to business problems when established practices are inadequate or not optimal.
 8. Anticipates and evaluates the consequences of decisions.
 9. Exercises sound judgment.
-

WORK ORIENTATION (WO)

Models Company commitment, enthusiasm, versatility, and high work standards.

1. Willingly makes personal sacrifices for the Company when needed.
 2. Consistently exerts a high level of effort.
 3. Demonstrates persistence and tenacity in pursuit of objectives.
 4. Embraces change and demonstrates flexibility.
 5. Supports new alternatives and solutions.
 6. Challenges oneself; pursues continuous learning.
 7. Adapts to high pressure and uncertain situations.
 8. Maintains a positive and professional approach towards work and the organization.
-

2042042912

SUPERVISOR COMPETENCY MODEL

BUSINESS INTEGRATION (BI)

Demonstrates an awareness of the Company's business and the environment in which we operate.

1. Understands business plans and objectives.
2. Stays abreast of factors, trends, and forces that affect the business unit.
3. Integrates work group plans with business unit objectives.
4. Understands the roles and functions of different departments and how they interrelate to achieve business objectives.
5. Maintains focus on critical assignments, objectives and goals.

COMMUNICATION (C)

Communicates clearly, articulately, and impactfully.

1. Expresses ideas and gives direction to others clearly and succinctly.
2. Delivers effective presentations.
3. Persuades and sells concepts, programs, and positions.
4. Responds convincingly to the objections of others.
5. Adjusts communication style to situation and audience.
6. Writes in an understandable, concise, and grammatically correct style.
7. Actively listens.

INITIATIVE (I)

Proactively works to improve the organization.

1. Challenges management and the system appropriately; does not accept the status quo.
2. Pursues and takes action on opportunities for improvement.
3. Proactively offers opinions and innovative ideas.
4. Takes risks appropriately.
5. Overcomes bureaucratic obstacles.

INTERPERSONAL ABILITY (IA)

Collaborates effectively with others.

1. Interacts with others in an open, honest, and non-threatening manner.
2. Uses tact.
3. Remains objective.
4. Works with others constructively to achieve team goals.
5. Reads and responds to verbal and non-verbal cues.
6. Builds and maintains positive working relationships.
7. Constructively confronts and resolves conflict situations.
8. Demonstrates sensitivity to the needs, individuality, and diversity of others.

MANAGEMENT ACCOUNTABILITY (MA)

Demonstrates personal responsibility and accountability for decisions, actions, and business outcomes.

1. Accepts responsibility for one's actions.
2. Demonstrates ownership for the goals and actions of the business unit.
3. Supports decisions of management.
4. Makes prompt decisions within the scope of authority; does not push decisions to higher levels unnecessarily.
5. Supports the efforts of others throughout the organization; does not undermine.
6. Follows through on work commitments.
7. Maintains appropriate employee and Company confidentiality.
8. Prudently manages and utilizes Company resources.

2042042913

ORGANIZATIONAL ASTUTENESS (OA)

Constructively leverages departmental and personal relationships to further business objectives.

1. Capitalizes on a network of positive working relationships.
2. Conveys relevant information to the necessary people on a timely basis.
3. Compromises when necessary to achieve win-win objectives.

PERFORMANCE MANAGEMENT (PM)

Develops and maintains a high performance work team.

1. Establishes clear expectations and deadlines.
2. Explains the purpose and rationale of assignments; shares all available information.
3. Solicits input from subordinates and/or team members.
4. Acknowledges and credits the contributions of others.
5. Empowers subordinates by providing them with authority and resources.
6. Monitors and evaluates employee performance.
7. Provides specific and timely feedback.
8. Trains and develops employees.
9. Promotes and supports employee self-development.
10. Matches tasks and responsibilities to employee capabilities; fully utilizes employees.
11. Demonstrates knowledge of employees' day-to-day job activities and challenges.
12. Tactfully and objectively confronts unacceptable performance.

PLANNING AND ORGANIZING (PO)

Plans, organizes, and prioritizes work activities of self and subordinates to achieve business unit objectives.

1. Sets objectives for self and work group to support business unit goals.
2. Plans work activities for self and work group to meet objectives.
3. Prioritizes work activities for self and work group.
4. Develops contingency plans.
5. Manages time effectively.

RESOURCEFULNESS (R)

Analyzes problems and develops optimal and creative solutions that maximize performance.

1. Demonstrates a short learning curve; quickly assimilates and recalls large quantities of varied information.
2. Accurately analyzes and interprets information from varied sources.
3. Detects important trends.
4. Anticipates problems and opportunities.
5. Accurately determines the root cause of problems.
6. Identifies resources and alternatives.
7. Develops creative solutions to business problems when established practices are inadequate or not optimal.
8. Anticipates and evaluates the consequences of decisions.
9. Exercises sound judgment.

WORK ORIENTATION (WO)

Models Company commitment, enthusiasm, versatility, and high work standards.

1. Willingly makes personal sacrifices for the Company when needed.
2. Consistently exerts a high level of effort.
3. Demonstrates persistence and tenacity in pursuit of objectives.
4. Embraces change and demonstrates flexibility.
5. Supports new alternatives and solutions.
6. Challenges oneself; pursues continuous learning.
7. Adapts to high pressure and uncertain situations.
8. Maintains a positive and professional approach towards work and the organization.

2042042914

PM USA's evolving Performance Management Process

For the 1992-3 performance review, please incorporate continuous improvement and critical working relationships into your assessment of results achieved.

Employees in Grade 12 and above were educated on the management competencies during third and fourth quarters 1992. For these employees, please use the following questions and outline to give feedback about their competency development in the review. Consider all these factors in creating the developmental portion of the review

Name

Month/year

MANAGEMENT COMPETENCIES

Please discuss at least two competencies which contribute most to the positive results achieved

Please discuss at least two competencies where further development would contribute most to employee's effectiveness

2042042915

Management Competencies

Please indicate below the level of development demonstrated by the individual.

| | Highly Developed | Moderately Developed | Under Developed |
|--------------------------------------|---------------------|-------------------------|--------------------|
| Business Integration (BI) | | | |
| Communication (C) | | | |
| Initiative (I) | | | |
| Interpersonal Ability (IA) | | | |
| Management Accountability (MA) | | | |
| Organizational Astuteness (OA) | | | |
| Performance Management (PM) | | | |
| Resourcefulness (R) | | | |
| Work Orientation (WO) | | | |

For questions about the Performance Management Process, please call:

| | |
|--------------------|----------|
| Michael Fitzgibbon | x - 3088 |
| Helen Halewski | x - 2916 |
| Rosalie Lober | x - 2283 |

2042042916

PERFORMANCE RATING DEFINITIONS

- 5 PERFORMANCE CONSISTENTLY SUPERIOR IN ALL CATEGORIES. This rating typically recognizes outstanding, consistent, across-the-board results; efforts and performance by an employee in all 5 of the critical categories of success.
- 4 PERFORMANCE IS CLEARLY COMMENDABLE IN ALL CATEGORIES. This rating typically recognizes contributors whose overall performance exceeds the norm most of the time in most categories, whose performance is above position requirements.
- 3 PERFORMANCE MEETS BUSINESS REQUIREMENTS. Performance makes a solid contribution: expected business results are achieved; the individual demonstrates solid performance against specified competencies and has expected skills in technical, working relationships and continuous improvement areas.
- 2 PERFORMANCE MEETS MOST POSITION REQUIREMENTS BUT NOT ALL. This rating recognizes an employee who has difficulty delivering expected results or whose performance in some categories is not up to expectations.
- 1 PERFORMANCE UNACCEPTABLE. Immediate and sustained improvement in most categories is required or termination will result.

2042042917

1993 COMMON REVIEW DATE ADMINISTRATION

Promotions and Lateral Moves

- When an employee is promoted or makes a lateral move, they receive a pro-rated merit increase for the time since the last increase.
- Next review date will be the common review date and the merit increase will be prorated for the number of months since the promotion.

New Hire

An employee new to Philip Morris will receive a prorated merit increase in March if it has been at least six months since they were hired.

"Catch Up" Dates

For instances of employees hired or promoted just prior to the common review date, you may designate the employee "too new to rate". For example, if your employee was promoted in January and the common review date is March, you can assess the employee as "too new to rate" and the next review opportunity will be six months from the common review date (September).

Leave of Absence

Employees are allowed a period of up to three months for an authorized leave of absence without affecting the next review cycle. Increases will be granted either on March 1 common review date if the LOA occurs at another time or the first of the month following the return date if March 1 falls during the LOA.

The prorated increase will be calculated as follows:

LENGTH OF LEAVE CRD DOES NOT FALL DURING LEAVE

- ≤ 3 months
- > 3 months but
≤ 4 months
- > 4 months but
≤ 5 months

IMPACT ON MERIT INCREASE

12/12 on CRD
NRD: 12/12 on CRD

11/12 on CRD
NRD: 12/12 on CRD

10/12 on CRD
NRD: 12/12 on CRD

2042042918

LENGTH OF LEAVE
CRD FALLS DURING LEAVE

≤ 3 months

> 3 months but
 ≤ 4 months

IMPACT ON MERIT INCREASE

12/12 upon return
NRD: 12/12 on CRD

11/12 upon return
NRD: 12/12 on CRD

2042042919

PHILIP MORRIS U.S.A.

INTER-OFFICE CORRESPONDENCE

120 PARK AVENUE, NEW YORK, N.Y. 10017-5592

CONFIDENTIAL

TO: Big Cheese *JSme*
FROM: Paula Stone
SUBJECT: January Salary Action - John H. Doe

DATE November 6, 1991

Attached for your use is the Performance Appraisal and Salary Review Notice necessary to process an increase for your employee.

The New York Office is now using the attached reformatted Salary Review Notice to process salary increases. Sample completed forms are attached for use as guides. Please call if you have any questions in interpreting history information or in completing the form.

Please follow these steps when completing the paperwork:

- o Without communicating your proposed rating to the employee, complete the Performance Appraisal form.
- o If this rating is consistent with the projection used for merit budget planning, consult your merit budget sheets for the recommended increase amount.
- o If either your proposed rating or recommended increase amount differs from the merit budget, please call me. In such cases, the impact of the change(s) will need to be reviewed.
- o Once a performance rating and recommended increase amount have been determined, please complete and obtain all appropriate signatures on both forms and return them to Angela Parler, 120/13.
- o When the performance appraisal and a confirmation of the increase amount are returned to you, communicate both to the employee.

In order to insure timely processing, the approved and signed paperwork must be returned to me by December 14, 1991.

Thank you for your cooperation.

PS/amp
Attachments
cc: Head Honcho

2042042920



PHILIP MORRIS

NON-EXEMPT PERFORMANCE APPRAISAL

STRICTLY CONFIDENTIAL

| | |
|--------------------------|----------------------------------|
| Name of Employee: _____ | Date of Entry to Position: _____ |
| Position Title: _____ | Date of Last Review: _____ |
| Department: _____ | From: _____ To: _____ |
| Operating Company: _____ | Period Covered by This Appraisal |
| Location: _____ | Date: _____ |

FORM #1893
PM MQMT. REV 11/91
COMP A50(15)

2042042921

GENERAL INSTRUCTIONS

Please use this form to review and rate the employee's performance for the appraisal period indicated. Sections I and III should be completed for all employees. Please complete the appropriate part(s) of Section II depending on the position under review.

SECTION I: WORK REQUIREMENTS

For each element below, indicate the level that best describes the related performance. Ratings should be explained and examples cited.

| 5 | 4 | 3 | 2 | 1 | | Explanation and Examples |
|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|----|--|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | A. | Quality of work: accuracy and thoroughness. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | B. | Quantity of work: volume of work produced. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | C. | Meeting deadlines. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | D. | Implementing instructions efficiently and effectively. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | E. | Decision making: use of proper judgement. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | F. | Interpersonal relations: maintains positive working relationships with others. |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | G. | Assuming additional duties/ assisting others. |

SECTION II: ADDITIONAL PERFORMANCE RESPONSIBILITIES

Please complete part A, B or both, depending upon which is most appropriate for the position under review

A. For the elements listed below, please indicate the level that best describes the related performance. Check "Not Applicable" for any item not required for the position under review. Ratings should be explained as in Section I

| 5 | 4 | 3 | 2 | 1 | NA | | Explanation and Examples |
|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-----|--|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 1. | Attendance. # of days absent (incl. excused days) _____ # of incidents _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 2. | Punctuality. # of days late _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 3. | Availability at work station and readiness for work. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 4. | Effective use of telephone. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5. | Receiving and relaying messages, instructions and information effectively. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. | Word Processing/Typing. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. | Stenography. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. | Mathematical Ability. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. | Writing Ability. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. | Data Processing Skills. _____ |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. | Other (specify). _____ |

2042042922

- B. Use this section to rate the employee against responsibilities or objectives not covered in the previous sections. Please list the most important responsibilities or objectives of the position in order of priority, describe the accomplishments, and evaluate how effectively the individual has performed. Use a separate sheet of paper or copy of this page to list and rate performance when more than two key responsibilities/objectives exist.

5 4 3 2 1
☐ ☐ ☐ ☐ ☐

1. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐

2. Responsibility/Objective _____

Accomplishments: _____

SECTION III: SUMMARY OF JOB PERFORMANCE

- A. Please indicate any notable contribution which the employee has made to the department or division.

- B. Indicate improvements required of the employee to enhance performance in the current position.

- C. Indicate action plans, work assignments or special training needed to assist the employee in preparing for future assignments.

SECTION IV: OVERALL PERFORMANCE APPRAISAL RATING

Select the Performance Rating which most accurately reflects the information given in the previous sections.

| | Rating | |
|--|--------|--------------------------|
| Significantly Exceeds Position Standards | 5 | <input type="checkbox"/> |
| Occasionally Exceeds Position Standards | 4 | <input type="checkbox"/> |
| Meets Position Standards | 3 | <input type="checkbox"/> |
| Needs Improvement to Meet Position Standards | 2 | <input type="checkbox"/> |
| Fails to Meet Position Standards | 1 | <input type="checkbox"/> |

2042042923

SECTION V: SIGNATURES

Appraised By: _____ Date: _____

Approved By: _____ Date: _____

FOR EMPLOYEE BEING APPRAISED

I have read this performance appraisal and reviewed it with my supervisor(s).

Signature of Employee: _____ Date: _____

Employee Comments (if desired): _____

PERFORMANCE RATING DEFINITIONS

| | |
|--|---------------------------|
| SIGNIFICANTLY EXCEEDS POSITION STANDARDS (Reserved for a select group of <i>exceptional</i> performers) | Rating 5 |
| OCCASIONALLY EXCEEDS POSITION STANDARDS (Designates those employees who <i>always meet</i> and, at times, <i>perform above</i> position requirements) | 4 |
| MEETS POSITION STANDARDS (Designates employees who perform <i>quality</i> work, <i>meeting all</i> position requirements) | 3 |
| MEETS MOST POSITION STANDARDS (Designates employees who meet <i>most</i> position requirements but need improvement in some areas) | 2 |
| FAILS TO MEET POSITION STANDARDS (Designates employees who <i>do not meet</i> position requirements) | 1 |

2042042924



PHILIP MORRIS

EXEMPT PERFORMANCE APPRAISAL AND DEVELOPMENT PLAN

STRICTLY CONFIDENTIAL

| | |
|------------------|-------|
| Name of Employee | _____ |
| Position Title | _____ |
| Department | _____ |
| Operating Unit | _____ |
| Location: _____ | _____ |

FORM #1684
PM MGMT REV 11/91
COMP A 50/151

2042042925

SECTION I: PERFORMANCE RESPONSIBILITIES

Appraising an individual's performance involves evaluating how well the individual carried out his/her responsibilities as stated in the position description or against formally stated and agreed to objectives. Please list, in order of priority, the most important responsibilities or objectives of the position, describe the accomplishments, and evaluate how effectively the individual has performed. You may use a sheet of paper or copy of this page to list and rate performance when more than four responsibilities/objectives exist. Please refer to your "Manager's Guide to Performance Appraisal and Development Plan" for guidance.

5 4 3 2 1

☐ ☐ ☐ ☐ ☐ A. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐ B. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐ C. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐ D. Responsibility/Objective: _____

Accomplishments: _____

SECTION II: AFFIRMATIVE ACTION OBJECTIVES

To be completed for those employees with management responsibility for hiring, training, developing and promoting subordinates.

5 4 3 2 1

☐ ☐ ☐ ☐ ☐ A. Considering the opportunities for placements resulting from hires, promotions and transfers, is it possible to evaluate this employee in terms of minority and female placements?

If yes, please identify and comment upon achievements.

If no, please explain why not possible.

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5 4 3 2 1
☐ ☐ ☐ ☐ ☐

B. Is it possible to evaluate this employee in terms of affirmative action activity affecting his/her subordinates, such as special work assignments or developmental training, and/or participation in external educational programs?

If yes, please identify and comment upon achievements.

If no, please explain why not possible.

Select the Performance Rating which most accurately reflects the information given in Sections I and II. Consideration should be given to meeting performance responsibilities and objectives, as well as to meeting department and company Affirmative Action goals for the position. Please refer to your "Manager's Guide to Performance Appraisal and Development Plan" for guidance.

| | Rating | |
|--|--------|--------------------------|
| Significantly Exceeds Position Standards | 5 | <input type="checkbox"/> |
| Occasionally Exceeds Position Standards | 4 | <input type="checkbox"/> |
| Meets Position Standards | 3 | <input type="checkbox"/> |
| Needs Improvement to Meet Position Standards | 2 | <input type="checkbox"/> |
| Fails to Meet Position Standards | 1 | <input type="checkbox"/> |

SECTION IV: DEVELOPMENT PLAN

Indicate key action plans, work assignments, or specific training and/or development which have been discussed and agreed upon as needed to assist this individual in meeting his or her position responsibilities, as well as to prepare for future assignments. These plans should be completed prior to the next performance appraisal. Please refer to your "Manager's Guide to Performance Appraisal and Development Plan" for guidance.

A. Development Need and Plan: _____

B. Development Need and Plan: _____

C. Development Need and Plan: _____

2042042927

SECTION V. SIGNATURES

Appraised by: _____ Date: _____

Approved by: _____ Date: _____

FOR EMPLOYEE BEING APPRAISED

I have read this performance appraisal and reviewed it with my supervisor(s).

Signature of Employee: _____ Date: _____

Employee Comments (if desired): _____

PERFORMANCE RATING DEFINITIONS

| | |
|--|-------------|
| SIGNIFICANTLY EXCEEDS POSITION STANDARDS (Reserved for a select group of <i>exceptional</i> performers) | Rating 5 |
| OCCASIONALLY EXCEEDS POSITION STANDARDS (Designates those employees who <i>always meet</i> and, at times, <i>perform above</i> position requirements) | 4 |
| MEETS POSITION STANDARDS (Designates employees who perform <i>quality</i> work, <i>meeting all</i> position requirements) | 3 |
| MEETS MOST POSITION STANDARDS (Designates employees who meet <i>most</i> position requirements but need improvement in some areas) | 2 |
| FAILS TO MEET POSITION STANDARDS (Designates employees who <i>do not meet</i> position requirements) | 1 |

2042042928



PHILIP MORRIS

EXEMPT PERFORMANCE APPRAISAL AND DEVELOPMENT PLAN

STRICTLY CONFIDENTIAL

| | | | |
|--------------------|------------------------------------|---------------------------------------|----------------------------------|
| Name of Employee. | <u>John H. Doe</u> | Date of Entry to Position: | _____ |
| Position Title | <u>Systems Analyst</u> | Date of Last Review | <u>1/01/91</u> |
| Department: | <u>IS Systems Design & Dev</u> | From <u>1/01/91</u> To <u>1/01/92</u> | Period Covered by This Appraisal |
| Operating Company: | <u>PM USA</u> | | |
| Location: | <u>New York Office</u> | Date. | _____ |

FORM #1684
PM MGMT REV 7/90
COMP A50(15)

2042042929

SECTION I: PERFORMANCE RESPONSIBILITIES

Appraising an individual's performance involves evaluating how well the individual carried out his/her responsibilities as stated in the position description or against formally stated and agreed to objectives. Please list, in order of priority, the most important responsibilities or objectives of the position, describe the accomplishments and evaluate how effectively the individual has performed. You may use a sheet of paper or copy of this page to list and rate performance when more than four responsibilities/objectives exist. Please refer to your "Manager's Guide to Performance Appraisal and Development Plan" for guidance.

5 4 3 2 1

☐ ☐ ☐ ☐ ☐

A. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐

B. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐

C. Responsibility/Objective: _____

Accomplishments: _____

☐ ☐ ☐ ☐ ☐

D. Responsibility/Objective: _____

Accomplishments: _____

SECTION II: AFFIRMATIVE ACTION OBJECTIVES

To be completed for those employees with management responsibility for hiring, training, developing and promoting subordinates.

5 4 3 2 1

☐ ☐ ☐ ☐ ☐

A. Considering the opportunities for placements resulting from hires, promotions and transfers, is it possible to evaluate this employee in terms of minority and female placements?

If yes, please identify and comment upon achievements.

If no, please explain why not possible.

2042042930

JOHN H. DOE
SYSTEMS ANALYST

PHILIP MORRIS
EXEMPT PERFORMANCE APPRAISAL AND DEVELOPMENT PLAN

SECTION I: PERFORMANCE RESPONSIBILITIES

- A. John is responsible for the Human Resources area in general, and the project to upgrade their processor. John has developed a working relationship with a demanding user, while balancing the user's business needs with Information Services requirements. The processor upgrade project involved evaluation of hardware alternatives, both for Computer Technology and an outside software vendor. John performed well in establishing the technical constraints while communicating these issues to the users.

RATING:

- Meets position standards

- B. John carried this project from its initial concept thru installation and user acceptance. He worked closely with the user in defining and providing scope to the business problem. John applied a considerable amount of the design principles he learned from Penetration Analysis, reapplying them to this application. He also had to learn and apply the use of local ORACLE within the application. After the application was designed, he managed contract resources in the development of the application code. He was able to develop a comprehensive work plan and detail specifications from which a contract programmer could code the application. John assumed a liaison role with the end user and programmer, in order to ensure that the application met its defined objectives.

While the initial objectives were satisfied, the user has requested expansion of the application in order to accommodate various cuts of the data.

RATING:

- Occasionally exceeds position requirements

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SECTION II: AFFIRMATIVE ACTION OBJECTIVES

- A. John actively supports minority and female employees, as evidenced by his recent grade level promotion of his assistant.
- B. John is supportive of educational development and training among his staff, as evidenced by encouraging and assisting one of his minority employees to attend graduate programs.

SECTION III: OVERALL PERFORMANCE APPRAISAL RATING

RATING 4: OCCASIONALLY EXCEEDS POSITION STANDARDS

SECTION IV: DEVELOPMENT PLAN

- A. Continue John's involvement with managing the project in order to provide him with experience of project management and IS methodology. Also, provide additional opportunities for John to direct the development and implementation of projects.
- B. Provide a training experience that focuses on writing and presentation techniques.
- C. Enroll John in a course dealing with working effectively with end-user groups, and also a project management course.

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5 4 3 2 1

B. Is it possible to evaluate this employee in terms of affirmative action activity affecting his/her subordinates, such as special work assignments or developmental training, and/or participation in external educational programs?

If yes, please identify and comment upon achievements.
If no, please explain why not possible.

SECTION III: OVERALL PERFORMANCE APPRAISAL RATING

Select the Performance Rating which most accurately reflects the information given in Sections I and II. Consideration should be given to meeting performance responsibilities and objectives, as well as to meeting department and company Affirmative Action goals for the position. Please refer to your "Manager's Guide to Performance Appraisal and Development Plan" for guidance.

| | Rating | |
|--|--------|---|
| Significantly Exceeds Position Standards | 5 | — |
| Occasionally Exceeds Position Standards | 4 | — |
| Meets Position Standards | 3 | — |
| Needs Improvement to Meet Position Standards | 2 | — |
| Fails to Meet Position Standards | 1 | — |

SECTION IV: DEVELOPMENT PLAN

Indicate key action plans, work assignments, or specific training and/or development which have been discussed and agreed upon as needed to assist this individual in meeting his or her position responsibilities, as well as to prepare for future assignments. These plans should be completed prior to the next performance appraisal. Please refer to your "Manager's Guide to Performance Appraisal and Development Plan" for guidance.

A. Development Need and Plan: _____

B. Development Need and Plan: _____

C. Development Need and Plan: _____

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SECTION V: SIGNATURES

Appraised by: _____ Date: _____

Approved by: _____ Date: _____

FOR EMPLOYEE BEING APPRAISED

I have read this performance appraisal and reviewed it with my supervisor(s).

Signature of Employee: _____ Date: _____

Employee Comments (if desired): _____

PERFORMANCE RATING DEFINITIONS

| | |
|--|-------------|
| SIGNIFICANTLY EXCEEDS POSITION STANDARDS (Reserved for a select group of <i>exceptional</i> performers) | Rating 5 |
| OCCASIONALLY EXCEEDS POSITION STANDARDS (Designates those employees who <i>always meet</i> and, at times, <i>perform above</i> position requirements) | 4 |
| MEETS POSITION STANDARDS (Designates employees who perform <i>quality</i> work, <i>meeting all</i> position requirements) | 3 |
| NEEDS IMPROVEMENT TO MEET POSITION STANDARDS (Designates employees who meet <i>many but not all</i> position requirements) | 2 |
| FAILS TO MEET POSITION STANDARDS (Designates employees who <i>do not meet</i> position requirements) | 1 |

2042042934

PHILIP MORRIS U.S.A.

INTER-OFFICE CORRESPONDENCE

120 PARK AVENUE, NEW YORK, N.Y. 10017-5592

CONFIDENTIAL

TO: Big Cheese
FROM: Paula Stone
SUBJECT: Salary Action - John H. Doe

DATE November 6, 1991

This is to confirm the following salary action:

| <u>Type</u> | <u>INCREASE</u> | | <u>New Salary</u> | <u>Effective Date</u> | <u>Retractive</u> |
|-------------|-----------------|---------------|-----------------------|---------------------------|-------------------|
| | <u>%</u> | <u>Amount</u> | | | |
| Merit | 6.0% | \$1,800 | \$31,800 | 1/01/91 | NO |

Mr. Doe will receive this increase in his payroll check of January.

I have enclosed a copy of the Salary Review Notice and the employee's completed Performance Appraisal.

Once the appraisal has been communicated and the employee's signature has been obtained, please return the PA jacket to Angela Parler, 120/13.

Thank you for your cooperation.

PS/amp
Attachments

2042042935



SALARY REVIEW NOTICE

JOHN A. JOE

EMPLOYEE

CURRENT STATUS

Accounting Code: 3-060-130

LOCATION - PAYROL

COST CENTER/TERR. NO. 3205 IS Systems Design & Dev. SOCIAL SECURITY NO 123-45-6789
JOB CODE/JOB TITLE C7001 Systems Analyst DATE IN JOB 11/01/89

CURRENT EARNINGS DATA: Minimum Mid Third Midpoint Upper Third Maximum
SALARY GRADE RANGE TYPE

06 E Third 26,800 31,700 34,200 36,700 41,600
SALARY REVIEW DATE ANNUAL SALARY RANGE POSITION
11/01/91 30,000 Lower Third

SALARY/PERFORMANCE HISTORY:

| DATE | PERFORMANCE RATING | ANNUAL SALARY | ANNUAL INCREASE | PERCENT | TYPE |
|----------|--------------------|---------------|-----------------|---------|------|
| 11/01/90 | 3 | 30,000 | 1,600 | 5.6 | M |
| 11/01/89 | 4 | 28,400 | 3,000 | 11.8 | Q |
| 07/01/89 | 3 | 25,400 | 1,300 | 5.4 | M |
| 07/01/88 | | 24,100 | | | E |

LUMP SUM HISTORY:

| DATE | LUMP SUM | TYPE |
|------|----------|------|
|------|----------|------|

RECOMMENDED SALARY CHANGE:

NEW ANNUAL SALARY

AMOUNT

PERCENT

CHANGE REASON

CHANGE REASON CODES

34,200
PERFORMANCE RATING

TOTAL INCREASE:

4,200

14.0

* Q

M = MERIT
P = PROMOTION
I = STEP INCREASE
B = BELOW MINIMUM
D = DECREASE
C = EQUITY
H = HOURLY TO
SALARIED
L = OTHER
V = PRORATED MERIT
Q = COMBINATION
TOTAL

4
EFFECTIVE DATE

COMPONENT 1

1,800

6.0

M

11/01/91
NEXT REVIEW DATE

COMPONENT 2

2,400

8.0

P

11/01/91

* MUST BE "Q" REASON CODE WHEN COMPONENTS ENTERED

LUMP SUM:
EFFECTIVE DATE

MERIT LUMP SUM

RANGE MAXIMUM

OTHER (COMPENSATION USE ONLY)

REASON

CHANGE OF STATUS: COMPLETE APPLICABLE CHANGES ONLY

NEW JOB TITLE

NEW JOB CODE

NEW GRADE

EFFECTIVE DATE

REASON

07

11/01/91

☒ PROMOTION

☐ DOWNGRADE

☐ LATERAL

☐ RECLASSIFICATION

NEW COST CENTER
(4 POSITIONS)

TERR. NO.
(8 POSITIONS)

SHIFT
(0-3)

COST CENTER NAME

EFFECTIVE DATE

REASON

☐ LOCATION
(COST CTR / TERR. NO.)

☐ SHIFT ONLY

☐ TERRITORY REDEPLOYMENT

APPROVALS:
STEP 1

☐ WITHIN POLICY

☐ EXCEPTION

STEP 3

STEP 2

STEP 4

COMPENSATION/ERO

PART 1

2042042936

1993 SALARY ADMINISTRATION PROGRAM OBJECTIVES

- MAINTAIN POLICY OF POSITIONING OURSELVES AT THE 75TH PERCENTILE OF A GROUP OF NATIONAL, PREMIER COMPANIES.
- ENSURE THAT WE CONTINUE TO ATTRACT, RETAIN, AND MOTIVATE QUALITY EMPLOYEES.
- MONITOR OUR COMPETITIVE POSITION ON A NATIONAL SCALE AS WELL AS IN THE NEW YORK METRO AREA.
- ESTABLISH A STRONGER LINK BETWEEN INDIVIDUAL PERFORMANCE AND BUSINESS RESULTS.

January 12, 1993

2042042937

1993 MERIT BUDGET

- ANALYZED SURVEY DATA PREPARED BY HAY AND HEWITT
- REVIEWED PROJECTIONS FROM OTHER SURVEYS AND CONSULTING GROUPS.
- SURVEYED 18 COMPANIES IN THE NEW YORK METRO AREA

PREMIER COMPANIES

HAY SURVEY

AMERICAN EXPRESS
AT & T
BANKERS TRUST
CITIBANK
CONAGRA
EASTMAN KODAK
GENERAL ELECTRIC
GENERAL MILLS
GTE

HEINZ
HONEYWELL
INTERNATIONAL PAPER
KELLOGG
KIMBERLY CLARK
MERCK
PEPSICO
QUAKER OATS
SARA LEE

2042042939

January 11, 1993

PEER GROUP SAMPLE

HEWITT SURVEY

AMERICAN BRANDS
AMERICAN EXPRESS
AMERICAN HOME PRODUCTS
ANHEUSER - BUSCH
BRISTOL - MYERS SQUIBB
CPC INTERNATIONAL
CITICORP
COCA-COLA
GENERAL ELECTRIC
GENERAL MILLS

HEINZ
IBM
JOHNSON & JOHNSON
MERCK
PEPSICO
PFIZER
PROCTOR & GAMBLE
RJR NABISCO
RALSTON PURINA
SARA LEE

1993 MERIT INCREASE BUDGET

- EXEMPT AND NON-EXEMPT: 5.0%

Survey Average = 4.8%; range from 4.5% - 5.4%

1993 SALARY STRUCTURE

- EXEMPT: 3.6% AVERAGE ADJUSTMENT
- NON-EXEMPT: 3.5% AVERAGE ADJUSTMENT
- MAINTAINS FAVORABLE MARKET POSITION

1993 TOTAL COMPENSATION

- EXEMPT AND NON-EXEMPT BASE SALARIES ARE AT THE 75TH PERCENTILE.
- EXEMPT AND NON-EXEMPT TOTAL COMPENSATION IS AT THE 90TH PERCENTILE.
- TOTAL COMPENSATION INCLUDES:
 - * Base Salary
 - * Benefits - DPS, Medical, Dental, Retirement, etc.
 - * Other cash and non-cash reward programs - Incentive Compensation, Recognition Award Program

1993 MERIT BUDGET PROCESS

COMMON REVIEW DATE

- **OBJECTIVE:** CONDUCT PERFORMANCE REVIEWS FOR ALL EMPLOYEES AT THE SAME TIME.
- LINK BUSINESS RESULTS AND DEPARTMENT GOALS TO INDIVIDUAL PERFORMANCE.
- ALLOWS MANAGEMENT TO WEIGH INDIVIDUAL CONTRIBUTIONS USING A COMMON YARDSTICK
- ALLOWS FOR BETTER PAY FOR PERFORMANCE DECISIONS WHEN THE BUDGET IS ALLOCATED AT ONE TIME

1993 MERIT BUDGET PROCESS COMMON REVIEW DATE PROCEDURES

- DEPARTMENT FORECAST RATINGS AND LOW, MIDDLE, HIGH MERIT -- JANUARY AND FEBRUARY INCREASE WILL NOT BE PROCESSED UNTIL ALL RATINGS ARE DETERMINED.
- RATINGS WILL BE REVIEWED BY DEPARTMENT HEAD TO ENSURE MEETING DISTRIBUTION TARGET FOR NON-EXEMPT, EXEMPT THROUGH GRADE 11, AND EXEMPT 12 AND ABOVE ANNUALIZED YIELD MUST ALSO BE MET.
- DEPARTMENT INCREASES WILL BE PROCESSED AS A COMPLETE SET ON COMMON REVIEW DATE

January 11, 1993

2042042945

| RATING | LOWER THIRD | MIDDLE THIRD | UPPER THIRD | | | |
|--------|--|------------------------------|-----------------------------|--|--|--|
| 5 | TARGET = 9.0% 8.0 - 11.0% | TARGET = 8.0% 7.0 - 10.0% | TARGET = 7.0% 6.0 - 9.0% | | | |
| 4 | TARGET = 6.0% 5.0 - 8.0% | TARGET = 5.0% 4.0 - 7.0% | TARGET = 4.5% 3.0 - 6.0% | | | |
| 3 | TARGET = 4.5% 3.0 - 6.0% | TARGET = 4.0% 3.0 - 5.0% | TARGET = 3.0% 3.0 - 4.0% | | | |
| 2 | MEETS MOST POSITION STANDARDS BUT NEEDS IMPROVEMENT IN SOME AREAS MAY PROVIDE UP TO A 3% MERIT INCREASE | | | | | |
| 1 | FAILS TO MEET POSITION STANDARDS WITH NO EFFECTIVE INCREASE UNTIL PERFORMANCE IMPROVES | | | | | |

PM USA NYO PROPOSED MERIT GUIDELINES FOR 1993

PROPOSED JANUARY 1, 1993
PHILIP MORRIS EXEMPT SALARY STRUCTURE
(NEW YORK AND RYE BROOK OFFICES)

| SALARY GRADE | MINIMUM | TOP OF LOWER THIRD | MIDPOINT | TOP OF MIDDLE THIRD | MAXIMUM | % MIDPOINT DIFFERENCE | % INCREASE |
|-----------------|---------|--------------------------|----------|---------------------------|---------|--------------------------|---------------|
| 17 | 104.9 | 124.2 | 133.8 | 143.4 | 162.7 | 13.1 | 4.5 |
| 16 | 92.8 | 109.8 | 118.3 | 126.8 | 143.8 | 13.1 | 4.4 |
| 15 | 82.0 | 97.1 | 104.6 | 112.1 | 127.2 | 13.5 | 4.4 |
| 14 | 72.3 | 85.5 | 92.2 | 98.8 | 112.1 | 13.1 | 3.9 |
| 13 | 63.9 | 75.6 | 81.5 | 87.4 | 99.1 | 13.0 | 3.8 |
| 12 | 56.5 | 66.9 | 72.1 | 77.3 | 87.7 | 12.7 | 3.0 |
| 11 | 50.2 | 59.4 | 64.0 | 68.6 | 77.8 | 12.3 | 2.9 |
| 10 | 44.7 | 52.9 | 57.0 | 61.1 | 69.3 | 12.4 | 2.9 |
| 9 | 39.8 | 47.1 | 50.7 | 54.3 | 61.6 | 12.4 | 2.6 |
| 8 | 35.4 | 41.9 | 45.1 | 48.3 | 54.8 | 12.5 | 2.5 |
| 7 | 31.5 | 37.2 | 40.1 | 43.0 | 48.7 | 12.6 | 2.3 |
| 6 | 27.9 | 33.0 | 35.6 | 38.2 | 43.3 | 12.3 | 2.3 |
| 5 | 24.9 | 29.4 | 31.7 | 34.0 | 38.5 | - | 2.3 |

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ATTACHMENT B

JANUARY 1, 1993
PHILIP MORRIS NON-EXEMPT SALARY STRUCTURE

| SALARY GRADE | MINIMUM | TOP OF LOWER THIRD | MIDPOINT | TOP OF MIDDLE THIRD | MAXIMUM | % MIDPOINT DIFFERENCE | % INCREASE FROM 1992 |
|-----------------|---------|--------------------------|----------|---------------------------|---------|--------------------------|-------------------------|
| 12 | \$35.1 | \$41.0 | \$43.9 | \$46.9 | \$52.7 | | 3.5% |
| 11 | 31.8 | 37.1 | 39.8 | 42.5 | 47.8 | 10.3% | 3.4% |
| 10 | 29.0 | 33.8 | 36.2 | 38.6 | 43.4 | 9.9% | 3.4% |
| 9 | 26.3 | 30.7 | 32.9 | 35.1 | 39.5 | 10.0% | 3.5% |
| 8 | 23.9 | 27.9 | 29.9 | 31.9 | 35.9 | 10.0% | 3.5% |
| 7 | 21.8 | 25.4 | 27.2 | 29.0 | 32.6 | 9.9% | 3.8% |
| 6 | 19.8 | 23.1 | 24.7 | 26.3 | 29.6 | 10.1% | 3.8% |

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ATTACHMENT C

January 11, 1993

10

| INCREASE OPPORTUNITY | # OF GRADES PROMOTED |
|----------------------|----------------------|
| 6 - 9% | 1 |
| 9 - 12% | 2 |
| 12 - 15% | 3+ |

1993 PROMOTIONAL INCREASE GUIDELINES
ALL GRADES

1993 SALARY ADMINISTRATION PROGRAM

- CONTINUE RANGE MAXIMUM LUMP SUM FOR TOP RATED EMPLOYEES. ONLY A VERY FEW EMPLOYEES HAVE BEEN AFFECTED.
- CONTINUE SALARY INCREASES FOR "MOSTLY SATISFACTORY" PERFORMANCE. REMINDER -- TWO CONSECUTIVE "2" RATINGS = "1"

Meetings

2042042951

Virginia Slims Tennis Staff Meeting

February 4, 1993

AGENDA

- I. **Order Lunch**
- II. **Housekeeping**
 - A. Expenses
 - B. Status Reports
 - C. New forms for department
 - D. Business Cards
 - E. Media Guide Photos (1994)
 - F. Wrap-ups
- III. **PR**
 - A. Media Days
 - B. Cohn & Wolfe
- IV. **Travel**
 - A. Vacation & Travel Schedules
 - B. Mileage Allowance
 - C. Airline Tickets
 - D. Car Rental
- V. **Photography**
 - A. Source: VST
 - B. Files in NY office - dupes
 - C. Quicker turnaround
 - D. Film company agreement
 - E. Rush Charges
- VI. **Newport July 8-11**
- VII. **US Open**
 - A. Tickets Only
- VIII. **Materials**
 - A. Player Gifts
 - B. Media Gifts
- IX. **Corporate/Government Affairs Events**
- X. **Named Events**
 - A. Schedule
 - B. On-site responsibilities
 - C. Ticket Requests
 - D. Hotel Reservations
 - E. Transportation

2042042952

- XI. VS Championships
 - A. Player Concierge
 - B. Info Book
 - C. Player Gift - MM
 - D. Bag - MM
 - E. Ticket Incentive
 - Keychain? Enamel?
 - F. Beauty Salon - AT
 - G. Credentials
 - H. Suite 200
 - Player Guests
 - J. Weekend Seating
 - K. Media Dining
 - L. PR

2042042953